

ANTI-CORRUPTION GUIDELINES FASTWEB

Approved by the BoD of Fastweb SpA on 25/01/2024



FASTWEB

Revisions

| Data | Rev | Descrizione |
|------------|-----|--|
| 26/07/2018 | - | First issue |
| 02/08/2022 | 1 | First revision: inclusion of new sensitive processes (Section 6) |
| 25/01/2024 | 2 | Second revision: transposition of the Swisscom Anti-Corruption Directive |



Index

| | | |
|----------|---|----|
| 1 | Introduction | 4 |
| 2 | Regulatory references | 5 |
| 3 | Scope of application | 6 |
| 4 | Principles | 7 |
| 5 | Roles and responsibilities | 8 |
| 6 | Sensitive Areas and preventive control measures | 10 |
| 7 | Principles of conduct anti-corruption | 14 |
| 8 | Updates | 16 |



1

INTRODUCTION

One of the keys to Fastweb's success is that it has chosen to conduct its business with ethical responsibility, transparency, integrity and honesty, which has enabled the company and its employees to meet the highest standards of national and international laws and best practices at all times.

In keeping with the principles of its Code of Ethics, Fastweb prohibits all forms of corruption, aware that no economic system (private or public) can function effectively if it is tainted by corruption.

Corruption is the main obstacle in the conduct of business and a significant threat to sustainable growth, stability and free competition. It also leads to inefficient allocation of resources, unnecessary additional costs, uncertainty in markets, lack of investment, increased costs and reduced quality, and generates a widespread lack of trust.

Corruption is defined as *"the abuse of entrusted power for private gain"*.¹ Fastweb therefore refuses both the offer ("active bribery") and the acceptance ("passive bribery") of money, other benefits (e.g. gift, hospitality, donation, sponsorship, investment or work opportunities, confidential information, granting of discounts or personal credit) and condemns any payment made/received to/from Public Officials or private parties, "extorted" through violence or serious and imminent threat to physical safety or personal security.

The violation of regulatory provisions aimed at preventing and prosecuting corrupt conduct (see the section on Regulatory References) results in exposure to the following risks:

- Suspension or revocation of authorisations/licences/concessions
- Exclusion from public tenders
- Exclusion from and withdrawal of facilities, financing, subsidies and grants
- Prohibition of advertising one's own goods or services
- Financial penalties
- Confiscation of the profit of the crime
- Publication of the judgement

- Damage to image and reputation
- Claims for damages
- Fines and imprisonment for natural persons

As a further demonstration of its adherence to the values set out above, in addition to a Code of Ethics and 231 Model, Fastweb has decided to voluntarily and proactively adopt an Anti-Corruption System, as well as the Anti-Corruption Directive of the Holding Swisscom, a complex set of rules, controls and organisational safeguards that these Anti-Corruption Guidelines (hereinafter also referred to as the "Guidelines") are an integral part of.

The **Guidelines** were drafted at the end of a specific risk assessment that followed the steps below:

- Mapping of business operations and processes
- Identification, assessment and prioritisation of key risk areas
- Identification of preventive control measures (e.g. policies and procedures, operational practices)
- Gap analysis and identification of improvement actions

The risk assessment of business processes is performed according to an integrated risk assurance approach by analysing all potential criminal and regulatory non-compliance risks, including the risks of non-compliance with anti-corruption regulations.

The risk assessment is updated just in time, i.e. every time there are regulatory updates, organisational changes, changes in business processes and information systems, and when weaknesses in the Anti-Corruption Management System are identified, in order to assess, monitor and prevent the risk of corruption and to define targeted training programmes that complement those related to the 231 Model.

The commitment to corruption prevention is also reflected in the organisation's membership in the Business Integrity Forum (BIF) since May 2018, the initiative of Transparency International Italia to increase transparency, integrity and accountability in our country's business sector through cooperation between large companies.

¹ Transparency international.



2

REGULATORY REFERENCES

Italian regulations

- Anti-corruption provisions in the Criminal Code, Civil Code and related laws
- Italian Law 190/2012: "Provisions for the prevention and repression of corruption and illegality in the Public Administration"
- Italian Legislative Decree 231/2001
- Italian Legislative Decree 24/2023

International conventions

- Organisation for Economic Cooperation and Development "OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions" (1997)
- Council of Europe "Criminal Law Convention on Corruption", "Civil Law Convention on Corruption" (1999)

- United Nations "UN Global Compact" (2000)
- United Nations "UN Convention Against Corruption" (UNCAC) (2003)
- Organisation for Economic Cooperation and Development "OECD Guidelines for Multinational Enterprises" (2011)

International best practices

- ISO/DIS 37001- Anti-bribery management systems (2016)
- ISO 37002 - Whistleblowing management systems
- UK Bribery (2010)



3

SCOPE OF APPLICATION

The Guidelines apply to members of the corporate bodies, employees, contractors in any capacity whatsoever (hereinafter also referred to as "Internal Recipients"), suppliers and more generally to all those with which Fastweb comes into contact in the course of its business (hereinafter also referred to as "Recipients").

Each company directly controlled by Fastweb SpA pursuant to Article 2359 of the Italian Civil Code shall implement the Guidelines by adopting their principles and applying them by means of specific internal procedures, and shall notify the Anti-Corruption Manager thereof.

With regard to subsidiaries, suppliers and all those with which it comes into contact, Fastweb shall do its best to ensure that these parties comply with the principles and rules contained in the Guidelines.

Internal Recipients are personally committed to compliance with anti-corruption laws and are also called upon to disseminate and transfer the aforementioned principles to all their co-workers and to model proper behaviour through their conduct. For any questions, contact the Anti-Corruption Manager at anticorruzione@fastweb.it.

MANAGEMENT SYSTEM FOR THE PREVENTION OF CORRUPTION



4

PRINCIPLES

It is of paramount importance for Fastweb to maintain excellence in combating corrupt practices and preventing the occurrence of corrupt phenomena on its behalf inside and outside the company.

For this reason, Fastweb has adopted the general principle of:

1. "ZERO TOLERANCE FOR CORRUPTION"

In accordance with the 10th principle of the UN Global Compact, Fastweb has adopted the following key principles:

2. FASTWEB REJECTS CORRUPTION IN ALL ITS DIRECT, INDIRECT, ACTIVE AND PASSIVE FORMS, INVOLVING PUBLIC OFFICIALS OR PRIVATE INDIVIDUALS;

- a. It is prohibited to engage in any form of illicit payment – in money or other benefits – for the purpose of gaining an advantage in relations with counterparties (advantage also being understood as facilitating or guaranteeing the attainment of services that are due in any case);
- b. It is prohibited to exert unlawful direct or indirect pressure on politicians, or to finance political parties, their representatives or candidates, both in Italy and abroad.

3. FASTWEB HAS IMPLEMENTED A PROACTIVE ANTI-CORRUPTION PROGRAMME, BOTH INTERNAL AND EXTERNAL, THROUGH ITS ANTI-CORRUPTION SYSTEM. Other principles adopted by Fastweb in preventing corruption include:

4. *Compliance with internal and external regulations* - Activities performed on behalf of Fastweb are conducted by Recipients in compliance with anti-corruption

regulations, the Code of Ethics, the 231 Model, the **Guidelines**, the anti-corruption directive and procedures. Illegal practices, or practices liable to damage Fastweb's image merely because they are customary in the relevant market are not allowed;

5. *Management involvement* - The management board and executives are actively involved in promoting and communicating the anti-corruption culture to employees, and are committed to disseminating and transferring the aforementioned principles to all their co-workers;

6. *Separation of duties* - No employee can autonomously manage an entire process and be the recipient of unlimited powers. Each process involves the distribution of responsibilities according to the competences of those involved in the business activity;

7. *Transparency and traceability* - Mechanisms are put in place to trace and archive the operations conducted, ensuring the reconstruction of the sources, formative elements and controls performed;

8. *Attribution of powers* - Authorisation and signing powers are consistent with the assigned organisational and management responsibilities and are clearly defined and known;

9. *Adequacy of internal rules* - Internal rules are consistent with the operations performed and the level of organisational complexity, and guarantee controls to prevent corrupt phenomena;

10. *Absence of conflicts of interest*: Internal Recipients act professionally, impartially and transparently, promptly reporting any conflicts of interest.



5

ROLES AND RESPONSIBILITIES



| Roles | Responsibilities |
|--|--|
| Board of Directors (Governing Body) | <ul style="list-style-type: none"> ■ Provides a behavioural model to be followed and conveys the values of fairness, transparency, integrity, truthfulness and compliance with national and international regulations to all personnel ■ Approves the Anti-Corruption Guidelines ■ Appoints the Anti-Corruption Manager ■ Performs a review of the Anti-Corruption Management System |
| Chief Executive Officer (Senior Management) | <ul style="list-style-type: none"> ■ Provides a behavioural model to be followed and conveys the values of fairness, transparency, integrity, truthfulness and compliance with national and international regulations to all personnel ■ Cooperates in the preparation and implementation of the Anti-Corruption Audit Plan ■ Contributes to the preparation and implementation of the Anti-Corruption Management System Objectives Plan ■ Performs a review of the Anti-Corruption Management System |
| Management board members, executives and employees | <ul style="list-style-type: none"> ■ Put in place pertinent Level I controls ■ Are responsible for the proper operation of the control system ■ Provide information to the Anti-Corruption Manager ■ Use the reporting channel provided to report even potential or suspected violations of the Anti-Corruption Guidelines, the Code of Ethics, the 231 Model and any corrupt event they have become aware of by reason of their employment relationship ■ Know and take into account examples of anomalies (Annex 3) ■ For any questions, contact the Anti-Corruption Manager |
| Anti-Corruption Manager | <ul style="list-style-type: none"> ■ Is appointed by the Board of Directors ■ Is autonomous, independent and supported by the Compliance team ■ Monitors the application of the Anti-Corruption Guidelines ■ Promotes training, information and the updating of procedures ■ Is responsible for the efficiency of the control system ■ Reports every six months to the Board of Directors, the Board of Statutory Auditors and the Independent Control Committee. Reports on activities through an integrated compliance approach pursuant to the Internal Control and Risk Management System Directive ■ Oversees the updating of the Anti-Corruption Guidelines and Risk Assessment with the support of the Compliance team ■ Advises Internal Recipients on anti-corruption matters ■ Works in coordination with the Supervisory Body in assessing and updating the risk assessment, defining risk prevention rules and performing checks with respect to corruption offences ■ Is the person to contact in the event of questions anticorruzione@fastweb.it ■ Promotes and plans the review of the Governing Body and Senior Management ■ Ensures that the Anti-Corruption Management System complies with the requirements of ISO 37001:2016 |



| Roles | Responsibilities |
|------------------|--|
| Supervisory Body | <ul style="list-style-type: none"> ■ Periodically meets with the Anti-Corruption Manager and shares assessments with respect to information flows of common interest on the main sensitive processes ■ Monitors the applicability of the 231 Model controls for the prevention of corruption risk ■ Cooperates with the Anti-Corruption Manager in assessing and updating the risk assessment and performing checks with respect to corruption offences |
| Compliance | <ul style="list-style-type: none"> ■ Performs periodic risk assessments and updates the Guidelines ■ Drafts and updates the list of examples of anomalies (Annex 3) ■ Performs Level II checks ■ Checks the adequacy of the Level I control system ■ Organises training |
| Audit | <ul style="list-style-type: none"> ■ Is responsible for level III controls |
| Subsidiary | <ul style="list-style-type: none"> ■ Adopts the Anti-Corruption Guidelines and defines related internal procedures. ■ Communicates the adoption of the Guidelines to the Anti-Corruption Manager |



6

SENSITIVE AREAS AND PREVENTIVE CONTROL MEASURES

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Fastweb's Anti-Corruption System is based on a risk analysis that has identified, assessed and mapped out sensitive areas at risk of corruption and has defined specific rules that Recipients must comply with.

relations with public officials must include specific clauses guaranteeing compliance with the **Guidelines** and anti-corruption laws. Inspections must take place in accordance with the inspection management procedure.

RELATIONS WITH THIRD PARTIES

Relations with the public administration and private entities

- These relations are conducted in compliance with the law, the **Guidelines** and company policies and are exclusively members of the relevant company structures can maintain such relationships;
- Documentary evidence of the relationships must be maintained;
- Any gifts for institutional purposes to individuals belonging or traceable to the Public Administration or to Contracting Authorities must be reported to the direct manager, specifying the reason. It is prohibited to receive or grant gifts in excess of what is provided for by internal policies;
- Any relationships of kinship or affinity (including spouse and cohabiting partner) existing with managers and/or employees of public administrations, or of any entity launching public tenders, must be reported.

Relations with public, regulatory and supervisory authorities

- The roles and functions charged with managing institutional relations and authorised to exchange information with the authorities must be clearly identified;
- Relations must be based on the principle of transparency, at the same time the traceability of the information requested and provided to the authorities must be maintained.
- For institutional meetings, records must be kept of the topics discussed and the participants;
- The contracts of consultants authorised to handle

Acquisition and management of public and private contracts

- Separation of responsibilities is ensured during the phases of analysing the tender and/or the request for bids, preparing the bid and checking performance;
- Prior to the submission of the offer, the economic and financial assessments performed and authorised must be documented according to specific authorization levels;
- Distinct notary powers of attorney are defined regarding the signing of contracts in application of the "Delegations and Powers of Attorney" internal policy;
- Principles of transparency are applied in the selection of subcontractors and business partners (e.g. temporary consortia members, consortia and auxiliary companies), and care is taken to ensure that the entire supply chain operates in compliance with the law;
- Changes to tender proposals must be documented and shared with the public administration;
- The acceptance of the activities performed is documented, and the proper performance of services is monitored in accordance with the contractual and applicable regulatory provisions.

Lobbying

- Lobbying is managed exclusively by the External Relations team;
- It is done in compliance with national and EU regulations²;
- Stable channels of communication are established

² E.g. "Regulation on lobbying in the Chamber of Deputies" and "Agreement between the European Parliament and the European Commission on the transparency register for organisations and self-employed individuals engaged in EU Policy-making and Policy implementation" dated 19.9.2014)



without discrimination with all institutional interlocutors at international, EU, national and local levels;

- Company interests and positions must be represented in a transparent, rigorous and consistent manner, avoiding conspiratorial attitudes;
- The adequacy of the compensation for the services received must be certificated.

Participation in trade associations

Consistent with the Guidelines for participation in trade associations:

- Prior to joining, it is confirmed that the aims and purposes of the association are legitimate;
- Specific powers of attorney are provided for the conclusion of agreements and membership;
- Authorisation to participate in meetings and worktables must be requested from the attorney-in-fact who signed the membership agreement;
- The personnel authorised to participate in activities and worktables are monitored in order to assess the consistency of the activities carried out by the association with the opportunities for participation;
- Adequate records are kept of the meetings, with details of the topics discussed and participants.

NON-PROFIT INITIATIVES

Donations

- Donations may only be made to the parties defined by the *"Donations Policy"*, e.g. voluntary and non-profit organisations, Public Administrations, and only for the execution of activities of social utility
- Donations must not be made to:
 - Natural persons not acting on behalf of non-profit entities or organisations;
 - Associations, which for previous donations have raised issues (e.g. irregularities, lack of documentation, etc.);
 - Associations that are not registered in the National Third Sector Register, or that do not provide a certificate that they qualify under Article 83, 79 of the Code of the Third Sector, carrying out the activities referred to in Article 5 of such Code;
 - Political parties, their representatives

or candidates (e.g. any unlawful direct or indirect pressure, sponsorship of events with the sole purpose of political propaganda).

- Where the donation consists in the provision of a service or a donation of goods or economic contributions on a continuous or periodic basis, the letter of intent must specify the time limit for the discontinuance of the provision, which may not exceed two years.

Sponsorships

- For sponsorships aimed at Fastweb's market positioning, promotion of products and services, customer loyalty and relations and employee involvement and satisfaction, the "Sponsorship Management" procedure and the attached "Sponsorship Guidelines" apply;
- They are assessed and validated by the Communications function together with the organisations involved, i.e. the Enterprise and External Relations BU, which assess their consistency with corporate strategies, the quality of the sponsee and the return of the initiative, including in terms of visibility;
- Sponsorships of political parties or their representatives are not permitted.

Gifts and hospitality

- The gifts must always be purposed for promoting the Fastweb's image or charitable and cultural initiatives;
- Granting gifts and other advantages to public administration employees or to their family members is prohibited;
- Monetary gifts (cash or cash substitutes, e.g. vouchers, cryptocurrency) are always prohibited;
- In application of the Anti-Corruption Directive it is prohibited to receive or distribute gifts or gratuities exceeding normal business practice or courtesy;
- Employees may grant gifts with a maximum market value of €100 to a private individual no more than three times a year. The same applies when accepting such gifts and other advantages from a company;
- Gifts exceeding the value of €100 that cannot be refused are destined for a public utility purpose in the manner established by the Anti-Corruption Directive;
- Each team is responsible for filing supporting documentation in a manner that ensures subsequent traceability.



Invitations to events

The Anti-Corruption Directive provides for the following general principles:

- Granting or accepting invitations must always be in the overall business interest of Fastweb;
- In order to evaluate the adequacy of the invitation offered/received, the market value must be determinable and the nature of the invitation expressed in a transparent manner;
- Invitations that are deemed excessive are prohibited;
- Covering travel or accommodation expenses is not permitted. This prohibition excludes travel and accommodation expenses in exchange for presentations or training courses by employees, as long as the expenses are not covered by current or potential suppliers or partners.

PURCHASES (Suppliers, consultants, indirect sales network, resellers)

- Supplier relations are characterised by the pursuit of legitimate competitive advantage for Fastweb, equal opportunities for each supplier/consultant/reseller, loyalty and impartiality;
- The implemented selection criteria is impartial and documentable. The selection and determination of purchasing conditions are based on an impartial assessment of quality, price and the ability to provide and guarantee services of an adequate level;
- When managing the purchase of consulting services, if there is a relationship of mutual trust between the two contractual parties, an analysis of references or other information available from open sources is performed, and, when applicable, membership in professional registers, certifications, technical-professional qualifications, skills and means necessary to perform the assignment are ascertained;
- The roles of those who raise procurement needs and those who manage contractual negotiations are separated, and a sourcing model is applied that specifies the criteria for the comparative evaluation of proposals from several suppliers or the selection procedure through tendering;
- The awarding of consultancy assignments requires a clear definition of the justification for the use of external professionals and a defined timeframe for the performance of the service;
- The qualification of organisations in the suppliers'

list is repeated periodically, verifying their economic and financial soundness and the possession of specific reputational and technical requirements;

- Proof of the bank details used for payments is required;
- Internal Recipients must check the work done by the supplier and compliance with the provisions stipulated in the contract, the goods or services being accepted before the payment is approved, and ensure that all services received are traceable and documentable;
- The contracts dictate the prohibition of revolving door between sectors, a commitment to act in compliance with the law, the Code of Ethics, the **Guidelines** and company policies, as well as the right to terminate the contract, interrupt payments and claim damages in the event of a breach of these obligations.

M&A, PARTNERSHIPS, JOINT VENTURES

Any acquisition, merger or joint venture agreement must include:

- Due diligence on the counterparty in order to verify their identity, reputation and reliability, and the possible existence of proceedings or convictions for corruption (or other offences likely to affect professional morality) against the counterparty;
- The assessment of new corruption risk areas, the adoption of codes of conduct and anti-corruption policies;
- The counterparty's compliance with the Anti-Corruption Guidelines.

RELATIONSHIPS WITH THIRD PARTIES

Transparency and correctness of accounting records are the primary objectives that we guarantee with the commitment and attention of everybody. Therefore, every operation and transaction must be properly authorised, verifiable, legitimate, consistent and fair. Fastweb prepares its financial statements and all corporate communications with the utmost correctness and full compliance with the relevant laws and accounting principles, providing clear, precise, truthful and complete information. Each corporate function responsible for preparing the financial statements and other corporate documents has a duty to contribute to a correct representation



of business operations by accurately recording every operation and transaction and ensuring that they are supported by adequate documentation. It must be possible at all times to verify the characteristics of the operation and the underlying decision-making and authorisation process. Indeed, all receipts and payments, even if not significant from an accounting point of view, must be promptly entered among the financial transactions in a complete and accurate manner and followed by appropriate supporting documents issued in accordance with applicable laws.

The accounting records and their supporting documentation are also available to the external auditor for their verification and review of financial reporting according to the principles of transparency and cooperation.

Finally, Fastweb performs adequate accounting audits to verify that the company's transactions are carried out against appropriate authorisations and recorded in a true and fair manner, and that these records ensure that the financial statements are prepared in accordance with the applicable accounting standards.

HUMAN CAPITAL

Selection

- The search and selection process is carried out in compliance with the principles of non-discrimination, professionalism, transparency, impartiality, autonomy and independence of judgement such as to ensure that the most suitable individuals are hired and receive an offer consistent with the values of the relevant market, guaranteeing equal access to job opportunities;
- Candidates are assessed by several people and the outcomes of the entire process are properly tracked;

- Candidates who are hired agree to comply with the provisions of the Code of Ethics, the 231 Model and these Guidelines;
- Strict controls are performed by the Human Capital team concerning (a) any previous convictions or criminal proceedings currently in progress, (b) any civil or administrative sanctions or investigations in progress that refer to unethical or illegal activities of the person, in accordance with and to the extent permitted by applicable laws and (c) the declaration of not having exercised authoritative or negotiating powers on behalf of public administrations or contracting authorities in the last three years vis-à-vis Fastweb, the sole shareholder Swisscom Italia S.r.l. or companies controlled and/or associated thereby (anti-revolving doors).

Remuneration

- The remuneration system envisages fair compensation with respect to position and responsibility as defined by the national collective bargaining contract (CCNL);
- The remuneration policy periodically rewards individual performance in line with internal equity and market benchmarks.

Travel expense management

- Specific travel policies and procedures have been defined to govern travel and the submission and authorisation of expense reports and travel requests, which are tracked on company systems;
- They define the categories of reimbursable expenses, the spending limits and the documentation of the expenses incurred for which reimbursement is requested;
- There is a dedicated channel for the approval of trips (in exceptional cases only) by external parties for which specific controls and notifications to control bodies are envisaged.



7

PRINCIPLES OF ANTI-CORRUPTION CONDUCT

1. CONFLICTS OF INTEREST MANAGEMENT

Internal Recipients

- Avoid and, if necessary, report situations that may constitute or lead to a conflict of interest between personal or family activities and the duties performed, or in any case that may influence or not ensure the ability to decide and manage a company's activities or interests in an objective, transparent and impartial manner, in compliance with the provisions of the section "Conflicts of interest and transparency in corporate actions" of the Code of Ethics and the provisions of the procedure for reporting conflicts of interest;
- Inform their Direct Supervisor, Human Capital (which on a case-by-case basis shall assess the existence of any incompatibilities or prejudicial situations) and the Supervisory Body of the presence; of conflicts of interest, potential or otherwise
- Refrain from the process involved in the possible conflict of interest until guidance is given on how to handle the situation/report.

Note: Reports of conflicts of interest, potential or otherwise, are tracked in a database managed by the Compliance team.

2. PROHIBITION AGAINST REVOLVING DOORS³

Fastweb

- For the three years following the termination of a public employment relationship shall not grant paid appointments to employees or contractors of a public administration or contracting authority who in the last three years have exercised authoritative or negotiating powers vis-à-vis Fastweb, Swisscom Italia S.r.l. or the companies controlled and/or associated thereby;
- Shall receive declarations from managers, employees and contractors in accordance with the "Management of declarations for the Public Administration" procedure.

3. CONTRACTUAL CLAUSES

- Require signatories to the prohibition against revolving door practices between sectors and compliance with the principles of the Code of Ethics, 231 Model and the Anti-Corruption **Guidelines** and anti-corruption laws;
- Provide for the right to terminate the contract, interrupt payments and claim damages in the event of a violation of anti-corruption regulations.

4. ACCOUNTING ENTRIES

- Are authorised in advance and comply with the principles of transparency, correctness, relevant legislation and accounting principles;
- Adequate documentation is produced and filed containing clear, truthful and complete information about the economic transaction, the underlying authorisation and decision-making processes, and the checks that attest to its effectiveness;
- The traceability of fees is guaranteed, and cash payments are prohibited, except for those of small amounts as envisaged in the cash management procedures. Payments are also authorised in accordance with the corporate powers of attorney assigned.

5. TRAINING

- Is organised by the Compliance team;
- Is compulsory and aims spread awareness of anti-corruption issues and risks related to one's activities. All new hires receive appropriate training in the first months of work;
- Complements the training relating to Italian Legislative Decree 231/2001 and is differentiated in order to provide greater effectiveness in content and method according to the qualifications of the recipients, the level of risk of the area they operate in, their performance of functions of company representation and the attribution of any powers;
- A record is kept of the training provided.

³ Revolving doors is the phenomenon of the suspicious passage of civil servants from the public to the private sector and vice versa in order to exploit their former position with their new employer.



6. INFORMATION

- The **Guidelines** can be viewed by Internal Recipients on the corporate intranet (Agorà) and by Recipients on the corporate website www.fastweb.it;
- The general conditions of supply accepted by suppliers, consultants and other partners during the accreditation process include a specific reference to anti-corruption;
- The initiatives carried out to implement the **Guidelines** are reported in the Sustainability Report ("Ethics and Compliance" section), which is externally audited by an accredited independent company.

7. MONITORING

- Each member of the Management Board, the executives and all employees are responsible to the extent of their competence for the establishment of adequate control systems and their proper operation (level 1 check);
- Information flows are reported to the Anti-Corruption Manager on the main sensitive processes;
- Information flows are defined by the Anti-Corruption Manager for the corporate bodies, e.g. Board of Directors, Board of Statutory Auditors and Independent Control Committee;
- The Anti-Corruption Manager works in coordination with the Supervisory Body in assessing and updating the risk assessment, defining risk prevention rules and performing checks with respect to corruption offences;
- The Anti-Corruption Manager performs periodic checks with the support of the Compliance team (level 2 check);
- Audits are entrusted to the Internal Audit team. The Independent Audit Committee assesses the adequacy of the periodic audit plan (level 3 check).

8. REPORTS

- Internal Recipients:
 - Contact the Anti-Corruption Officer (anticorruzione@fastweb.it) with any questions;
 - Inform their direct supervisor, Human Capital (which on a case-by-case basis shall assess the existence of any incompatibilities or prejudicial situations) and the Supervisory Body of the presence of conflicts of interest;
 - Are required to report violations or suspected violations of the **Guidelines**, the Code of Ethics, the 231 Model or any corruption they become

aware of by reason of and in connection with their work or their duties, including through the reporting channel.

- In compliance with EU and national legislation, Fastweb has adopted the 'Whistleblowing Policy: management of whistleblowing and fraud reports' and provided for reporting channels that also allow for anonymous submission and respect the right to privacy;
- Reports can be sent through the following channels:
 - WEB: platform accessible from intranet and/or public internet network:
<https://www.fastweb.it/corporate/governance/whistleblowing/segnalazioni/?lng=EN>
 - Mailbox Fastweb SpA at P.O. Box n° 106 Viale Emilia, 66, 20093 Cologno Monzese (Mi)
 - Voicemail: + 41 79 719 38 68.
- Reports of violations are taken up by the reporting channel owners defined by the Whistleblowing Policy and treated confidentially;
- No one may be dismissed, suspended; or discriminated against for having endeavoured in good faith to report even potential corruption;
- In cases of gross negligence or wilful misconduct on the part of the whistle-blower (e.g. knowingly unfounded or untruthful reporting), the whistle-blower will be liable to disciplinary sanctions.

9. DISCIPLINARY SYSTEM

- The following are considered disciplinary offences and entail the application of the disciplinary measures enumerated in Article 7 of Italian Law 300/1970 and the CCNL to Internal Recipients:
 - Violation of the **Guidelines**, Anti-Corruption Directives, Code of Ethics, 231 Model and applicable laws (e.g. Italian Legislative Decree 231/2001);
 - Failure to attend or complete compulsory training courses;
 - Failure to identify and report violations;
 - The threat or implementation of retaliation against those who report violations;
 - The reporting of violations that, due to wilful misconduct or gross negligence, prove to be unfounded and untrue.
- Fastweb shall take appropriate measures, including but not limited to termination of the contract vis-à-vis stakeholders who work for Fastweb within the scope and limits of their respective business relations whose actions are found to be in breach of Anti-Corruption Laws, the Code of Ethics, the 231 Model or these **Guidelines**;
- Moreover, all Recipients may also be subject to claims for damages.



8

UPDATES

To ensure its effectiveness over time and consistency with best practices, the Anti-Corruption Manager periodically reviews updates to the Anti-Corruption System, even following suggestions of the Recipients, and, when necessary, submits them to the Board of Directors for approval.

A review may also take place if a violation is found and it is deemed appropriate to amend and supplement these Guidelines and other existing regulatory instruments in order to prevent the recurrence of the violation.

ANNEX 1 POLICIES AND PROCEDURES OF REFERENCE

- Fastweb Anti-Corruption Directive (in adoption of Swisscom Anticorruption Directive)
- Internal control and risk management system directive
- System of powers of attorney
- Conflict of interest reporting procedure
- Supplier qualification procedure
- Sponsorship management procedure
- Donations policy
- Travel and expense reports procedure
- Management of declarations for the Public Administration
- Guidelines for participation in trade associations
- Fastweb inspection management procedure
- Whistleblowing policy: handling of reports



ANNEX 2 DEFINITIONS

| TERM | DEFINITION |
|------------------------|---|
| Other benefit | Any advantage or benefit that could be considered of value such as a gift, hospitality, donation, sponsorship, loan, investment or business opportunity, confidential information, granting of discounts or personal credit. |
| Sensitive areas | Fastweb operation at risk of corruption offences. |
| Conflict of interest | Employees involved in a decision-making process may have a commercial, economic, family or personal interest contrary to professional duties. Conflicts of interest must be disclosed and assessed as they may result in damage to Fastweb's. |
| Corruption | Offering, promising, granting, giving, authorising, soliciting, inducing, instigating (so-called active corruption) or accepting the promise or receiving (so-called passive corruption) money or other benefits in order to obtain an undue benefit (including of a non-economic nature) as an incentive or reward for a person to perform, have performed, not perform, delay or have delayed an activity in connection with the performance of that person's duties, in breach of the regulatory provisions aimed at preventing and prosecuting corrupt conduct (see the section Regulatory References). Corruption can be private (influencing a private agent) or public (influencing a public agent), direct or indirect (through third parties). |
| Recipients | Members of corporate bodies, employees, contractors in any capacity, suppliers and, more generally, all those with which Fastweb comes into contact in the course of its business. |
| Internal Recipients | Members of corporate bodies, employees, contractors in any capacity. |
| Examples of anomalies | Examples (Annex 3) of conduct indicative of potential corrupt acts that Internal Recipients must be aware of in order to be able to promptly assess and, where appropriate, report them. |
| Revolving Doors | The phenomenon of the suspicious passage of civil servants from the public to the private sector and vice versa in order to exploit their former position with their new employer. |
| Anti-corruption system | Set of principles, actions, controls adopted by Fastweb for the prevention of corruption. |
| Stakeholders | Suppliers, consultants and other partners who provide their services to Fastweb within the scope and limits of their respective business relations. |
| Market value | Price that a third party would have to pay to directly purchase the advantage on the market (including the costs of any accompanying person). In the case of events organised by Fastweb, the market value of an invitation includes all internal and external costs for staff, catering). In the case of low-value events, the market value refers only to gifts or catering costs and not to the market value of the entire event. |



ANNEX 3 EXAMPLES OF ANOMALIES

In order to make the application of the **Guidelines** even more effective, the Recipients must pay attention to the following examples of potential anomalies (given

by way of example and not exhaustive) and shall report them to the Anti-Corruption Manager and to the Compliance team.

EXAMPLES OF ANOMALIES

■ IN GENERAL

- Abuse of decision-making or delegated powers in specific cases;
- Non-compliance with company procedures and/or guidelines;
- Cases where abnormal requests (payments, qualifications) always come from the same areas or parties.

■ PROCEDURES

- Non-compliance with company procedures and/or guidelines;
- Request to bypass a step in the purchasing process;
- Request to accelerate, speed up the procurement process, using illegal/non-standard methods;
- An aggravating circumstance is if the request occurs during closures, holidays or at year-end.

■ CONTRACTING AUTHORITIES

- Unusual frequency of direct contacts with contracting authorities in order to receive advantages in tenders and contract awards;
- Unusual frequency of direct awarding of contracts by entities obliged to call for tenders, or, with reference to contracts already awarded, unusual frequency of variants, extensions and broadening of the subject matter of the contract;
- Unusual frequency of participation in tenders in temporary consortia or resorting to subcontracting or outsourcing even when not necessary.

■ HIRING

- Hiring a person who does not have knowledge or experience consistent with the role to be filled.

■ TRANSACTIONS

- Accepting settlements with penalty payments without adequate justification or documentation.

■ PAYMENTS

- Cash payments, except in cases that are expressly allowed (e.g. minor expenses);
- Pressure exerted for payments to be made urgently or earlier than planned;
- Payments made by a third party in the absence of a contract.

■ CONSULTANTS, SUPPLIERS, PARTNERS

- An excessively high fee paid to a consultant, supplier or partner that is inconsistent with their performance;
- Accepting contracts that are not beneficial with reference to terms and duration;
- Unexplained or inadequately motivated preference for certain suppliers;
- Obstacles to independent checks on the procurement process and supplier evaluation;
- Failure to apply internal procedures on procurement of goods or services;
- Agreements to issue invoices higher than what was formally contracted, without valid supporting reasons;
- Supplier qualification:
 - Manifestly false or incomplete documentation or self-declarations;
 - Pressure to use an unqualified supplier;
 - Request for changes in supplier data over time (e.g. bank details, address, payment terms, company name, shareholders, etc.).
- Supplier selection and order negotiation:
 - Requests for an anomalous type of goods/services with respect to what is managed by the requesting BU or area;



- Requesting the procurement department not to negotiate the offer and to limit itself to the bureaucratic process of issuing the order;
- The offer of goods and services by companies that habitually sell other products;
- Supplier offering “benefits” or hinting at an advantage at the end of the negotiation;
- In the case of purchases related to the formulation of a tender offer (in particular for services vis-à-vis the PA), inconsistency between the subject matter of the tender and the supplier’s offer.
- Finalising and issuing orders:
 - Contracted prices that are higher or lower than usual without explanation;
 - Unusual payment terms;
 - Repeated purchases of the same material, broken up into several orders (with the exception of volume discounts);
 - Duplicate purchase orders;
 - Over-dependence on one or more vendors;
 - Lack of power of attorney/unclear corporate role in the negotiations of the consultant, supplier partner.

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