Organisation, Management and Control Model pursuant to Legislative Decree 231/2001

General Part

Approved by resolution of the Board of Directors on 17-18 December 2025

TABLE OF CONTENTS

1. Organisation, Management and Control Model 4

1.1. Purpose and Structure 4

1.2. Approval, Implementation and Update of Model 231: Roles and responsibilities 5

2.1 The governance system: main aspects 6

2.1.1 The Institutional Structure 6

2.1.2 The tools 8

2.1.3 Infra-Group Relations 11

2.2. Internal Control and Risk Management System 11

2.2.1 Main actors of SCIGR 12

3. Administrative Liability of Entities: Regulatory Overview 15

3.1. Exemption from the Entity's Liability 16

3.2. Types of Predicate Offences 16

3.3. Crimes committed abroad 17

3.4. Confindustria Guidelines 18

3.5. Fitting with Anti-Corruption and Transparency Plans 18

3.6. Fitting with regulations regarding health and safety in the workplace (Legislative Decree No. 81/2008, as amended) 18

4. Supervisory Board 20

4.1. Appointment and Termination of Office 20

4.2. Tasks 21

4.3. Functioning 23

4.4. Reporting to the Supervisory Board 24

4.5. Supervisory Board's Reporting to Corporate Bodies 25

4.6. Whistleblowing 26

5. Methodological Approach and Control Principles 27

5.1. Mapping areas at risk and controls 28

5.2. Organisational Responsibilities and Powers 28

5.3. Management of Financial Resources 29

6. Training and Dissemination of the Model 30

6.1. Training 30

6.2. Information 30

7. The Disciplinary System 32

7.1. Recipients, recipients' duties and relevant conduct 33

7.2. General Principles on Sanctions 33
7.3 Measures against Employees 34
7.4. Measures against Directors, Statutory Auditors, and Members of the Supervisory Board 34
7.5. Measures against Third Parties 35
8. Definitions 36

1. Organisation, Management and Control Model

Rai has had an Organisation, Management and Control Model pursuant to Legislative Decree 231/01 (MOCG) since 2005. Even though the model is optional rather than mandatory, it gives Rai a chance to strengthen its governance, and raise awareness on the issues of control of business processes among corporate structures, for the purpose of a suitable and effective prevention of risk offences, by adopting behaviours based on legality, fairness and transparency.

From the day the Model was adopted, under the provisions of the Decree, it has been updated in light of the results of the activity carried out by the Supervisory Board, due to regulatory changes that have affected the list of predicate offences and organisational changes that have occurred within the Company and the Group.

The principles expressed in the Model align with the Code of Ethics, which forms an integral part of the Model itself, as well as the Three-Year Corruption Prevention Plan, which is complementary to it.

1.1. Purpose and Structure

The purposes of this Model are as follows:

- Preventing and reasonably mitigating risks connected to corporate activities, explicitly focusing on illegal conduct which might result in corporate liability and the imposition of sanctions on the latter;
- Making sure that all the employees working on behalf and on the name of the Company activities at risk are aware that any illegal conduct might result in sanctions, both administrative or criminal, against them and the Company;
- Confirming that the Company commits to tackle illegal conduct of any kind and regardless of any purpose, as such behaviour is in contrast with the applicable law and with Corporate ethical principles;
- Raising awareness among corporate employees and Third Parties, on the importance of adopting conduct in line with Model 231 while performing their job, so as to prevent the perpetration of predicate-offences.

Model 231 consists of the following parts:

- The General Part. It describes the general characteristics of Model 231, how to adopt, update and implement it, the Company and its governance system, and lists the impacts and contents of Legislative Decree 231, the tasks of the Supervisory Board, the Disciplinary System and training and information activities;
- The Special Part. It provides a detailed description of each Sensitive Process and Activity, the applicable families of offences, control standards and behavioural indications of the process;
- Annexes: a) Annex 1 - Technical and regulatory annexe listing all the offences provided pursuant to Legislative Decree 231; b) Annex 2 - “Matrix of offences - processes - sensitive activities - organisational structures”. This document describes the processes, sensitive activities, possible ways to perpetrate the offence and examples, main organisational structures involved, and control standards.

1.2. Approval, Implementation and Update of Model 231: Roles and responsibilities

The Model is a dynamic tool used to run the company operations. It requires periodic review and updating in line with the previous implementation and application, and the evolution of the reference legal framework and possible changes occurred in the Company's organisation.

The Supervisory Board monitors the adoption, updating and compliance with Model 231. The Model's updating and/or adjustment can be launched by the Supervisory Board, the Directorate/Structure managers and Team 231.

Team 231 is made up of the Legal and Corporate Affairs, Internal Audit (with auditing functions only), Human Resources and Organisation, Chief Executive Officer's Staff, Finance and Planning, Governance and Corporate Secretariat, and President's Staff, one of which shall take on – with specific notice from the Chief Executive Officer – coordinating functions, subject to any changes/additions that are adequately justified.

From time to time, Team 231 shall identify the Departments/Facilities to be included in the Team.

Proposals for updating and/or adjustment, submitted by the Chief Executive Officer to the Board of Directors, shall be advised by Team 231, once the Supervisory Board is informed.

Rai's Board of Directors adopts the Model through specific resolution, once the opinion of the Supervisory Board is obtained.

The Board of Directors shall decide on the updating of the Model and adjust it concerning changes and/or additions that may become necessary as a result of:

- regulatory changes in the area of administrative liability of entities;
- changes in the internal structure of the Company and/or the way business activities are carried out;
- the identification of new Sensitive Activities, or change of those previously identified, also related to the beginning of new corporate activities;
- the perpetration of offences as listed in Legislative Decree 231/2001 by the Recipients of the provisions of the Model or, more generally, significant violations of the Model;
- the finding of deficiencies and/or gaps in the provisions of the Model as a result of audits of its effectiveness.

In any case, the Model shall undergo periodic reviews at least every three years.

In addition, to ensure that changes to the Model are made with the necessary timeliness and effectiveness, and without any problems in terms of coordination between operational processes, as well as to guarantee the dissemination of the provisions contained in the Model, it shall be the responsibility of the Chief Executive Officer (delegated for this purpose by the Board of Directors), with the support of Team 231, to make, where necessary, changes to the descriptive aspects of the Model, such as updating reference corporate provisions, without substantially affecting the provisions of the Model, once the Supervisory Board is informed. The Chief Executive Officer shall notify the Board of Directors of the changes made.

2. RAI – Radio Televisione Italiana S.p.A.

Rai - Radiotelevisione italiana S.p.A. (Hereinafter referred to as “Rai” or the “Company”), under Article 59, paragraph 1, TUSMA, is the Concessionary Company of the Italian General Public Service for radio and television broadcast.

The mission of the general Public Service for radio and television broadcast is based on the principles laid down by the Italian Constitution and by the European Union in the TV without Frontiers Directive of 1989, as amended, the 9th Protocol on the system of public broadcasting annexed to the Treaty of Amsterdam in 1997, and the subsequent Communication of the Commission of the European Communities 2009/C 257/01 published in the Official Journal of the European Union on 27/10/2009.

This mission is regulated by primary and secondary legislation per the abovementioned principles.

More specifically, public service obligations result from the combined provisions of TUSMA, the Agreement between the Italian Ministry of Economic Development (now Ministry of Businesses and Made in Italy) and RAI for the concession for public radio, television and multimedia services, and the Service Contract signed with the Italian Ministry of Businesses and Made in Italy.

2.1 THE GOVERNANCE SYSTEM: MAIN ASPECTS

Because of Rai's role, as described above, it is important to emphasise the fundamental contribution of corporate governance in implementing controls and, more specifically, preventing Predicate Offences.

2.1.1 THE INSTITUTIONAL STRUCTURE

Board of Directors

The management body deals with the company’s management; it acts with the due diligence required by the nature of the office and based on the specific skills of its individual members. Without prejudice to any other provision and subject to the provisions of the Articles of Association, the Board of Directors shall carry out all the operations needed for the achievement of the corporate purpose being endowed with all powers for the management of the Company and the authority to perform all acts deemed necessary or appropriate for the accomplishment of the corporate purposes. In addition to being the managing body of the company, the Board also monitors and ensures the proper fulfilment of the purposes and obligations of the public radio, television and multimedia services.

The management body plays a central role in the adoption and effective implementation of the Organisation, Management and Control Model pursuant to Article 6, paragraph 1 of Legislative Decree. 231/2001. In addition, the Board of Directors defines the basic outlines of the organisational, management and accounting structure and the guidelines of the Company's System of Internal Control and Risk Management (SCIGR), so that the main risks, including crime-risks, regarding the Company are adequately identified, measured, managed and monitored.

Chairperson

Under the provisions of the Articles of Association, the Board of Directors, without prejudice to the tasks assigned to the Chief Executive Officer, mandates the Chairperson, after approval from the Board, pursuant to Article 63, paragraph 14 of Legislative Decree of 8 November 2021 n. 208, for operations related to external and institutional relations, and the supervision of internal control activities and, in any case, in compliance with the applicable law.

The Board itself shall appoint the Chairperson of the Board of Directors by choosing from among its members and shall become effective after the favourable opinion, meaning a two-thirds majority of its members, is given

by the Parliamentary Commission for the General Guidance and Supervision of Radio and Television Services referred to in Article 4 of Law No. 103 of 14/04/1975, as amended.

The Chairperson shall summon the Board of Directors, set its agenda considering the matters reported by the Chief Executive Officer, preside over its meetings, coordinate them, and ensure that adequate information on the matters on the agenda is provided to all directors. In addition, the Chairperson shall summon meetings to execute resolutions by the Board of Directors.

Vice Chairperson

The Board of Directors may appoint a Vice President from among its members, without additional compensation. The Vice Chairperson may only be granted the powers to replace the Chairperson in the event of their absence, impediment, or vacancy in office.

If the Vice Chairperson has not been appointed, the function and powers of the Chairperson shall be exercised by the eldest director.

Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board of Directors upon the proposal of the shareholders' meeting, in accordance with and with the powers granted to them by law. The term of office of the Chief Executive Officer shall be the same as that of the Board of Directors. The Chief Executive Officer shall hold office for three years as of their appointment and, in any case, not more than the term of office of the Board of Directors.

Specifically, the Chief Executive Officer shall monitor the Company's Internal Control System performance, by implementing the guidelines set by the Board of Directors. The Chief Executive Officer shall provide for the internal control and risk management system's design, implementation and management, constantly monitoring its overall adequacy, effectiveness and efficiency.

Corporate General Manager

The Corporate and Support area, which integrates staff departments, the Chief Financial Officer - Finance and Planning area, which coordinates financial and administrative activities, the Chief Technology Officer - Technology Infrastructures area, which coordinates technology components, and the Real Estate Infrastructure and Local Headquarters area shall report to the General Corporate Department.

Manager in charge of drafting corporate accounting documents

According to the provisions of the Company's Articles of Association, the Manager in charge of drafting corporate accounting documents shall be appointed by the Board of Directors, subject to the mandatory opinion of the Board of Statutory Auditors, for a period of not less than the term of office of the Board of Directors itself and not more than six financial years.

Specifically, in line with what is provided for by the specific Regulation of the Manager in Charge of the Rai Radiotelevisione italiana SpA, the Manager in Charge of drafting corporate accounting documents shall prepare, among other things, adequate administrative and accounting procedures for the drafting of the annual and half-yearly financial statements of the Parent Company RAI SpA and of the consolidated financial statements of the RAI Group, thereby constituting part of the Internal Control System, in the areas of their competence.

The procedures for the selection, collection, and processing of data and information for the purposes of consolidated sustainability reporting, introduced following the establishment of the obligation to prepare such reporting pursuant to Italian Legislative Decree 125/2024, may alternatively be prepared either by the Manager in charge of drafting corporate accounting documents or by another executive, as referred to in Article 154-

bis, paragraph 5-ter, of Italian Legislative Decree 58/98, possessing specific expertise in the field of sustainability reporting.

Board of Statutory Auditors

Under the provisions of the Articles of Association, the shareholders' meeting shall appoint the Board of Statutory Auditors, which consists of three statutory auditors, one of whom serves as Chairperson.

Statutory Auditors shall hold office for three financial years and until the date of the shareholders' meeting called to approve the financial statements for the third financial year of their term. Moreover, they are eligible to be appointed again.

The Board of Statutory Auditors shall ensure compliance with the law, the Articles of Association and the principles of proper management. Specifically, the Board shall supervise the effectiveness of the SCIGR and the adequacy of the organisational, administrative and accounting structure adopted by the Company, as well as its actual functioning.

Supervisory Board

According to Rai's Articles of Association, the Board of Directors is an individual or collective body entrusted with the task of overseeing the operation of and compliance with the organisational and management models adopted for the prevention of the crimes referred to in Legislative Decree No. 231 of 08/06/2001, as well as the task of updating them.

Such a Board has its own powers of initiative and control to exercise its functions and reports to the Board of Directors or to a specific Committee established for this purpose within the Board of Directors.

2.1.2 THE TOOLS

The Company, by taking into account – among other things – the external context, including the Service Contract between the Italian Ministry of Businesses and Made in Italy and Rai[1], has developed this Model 231 and a set of organisational governance tools to ensure the functioning of the Company, which are summarised below:

Articles of Association: in line with the applicable law and in compliance with the mandatory rules imposed by the Italian Civil Code, it represents the rules related, among other things, to the Company purpose, asset, shares and bonds of the Company, its organisation, functioning and the powers of Corporate Bodies, as well as to the Company dissolution. More specifically, the Articles of Association define the administrative and control model adopted by the Company and the fundamental guidelines related to the composition of corporate bodies, relevant tasks and powers, and their relations. More specifically, the Articles of Association, by integrating the regulations in force, establish, among other things, the criteria, methods and procedures to identify the persons contributing in various ways to the management and control of the company. The Articles of Association and its amendments, according to the reference law, shall be resolved by the Board of Directors and subsequently approved by the Extraordinary Corporate Board;

Code of Ethics: it is the primary component of the Internal Control and Risk Management System as it defines the conduct rules which must be complied with by all the Recipients to ensure the good functioning, reliability

[1] Service Contract: it regards the activity that the Concessionary Company carries out for the purpose of the performance of the public radio, television and multimedia services and, in particular, the television, radio and multimedia offer disseminated through different platforms and in different ways; the creation of editorial content, the provision of technological services for the production and transmission of the signal in analog and digital techniques; the preparation and management of control and monitoring systems. The Contract establishes a set of objectives, operational guidelines, quality parameters, and types of programs, the realisation of which is entrusted to the independent editorial capacity of the concessionaire in compliance with the principles and relevant legislation. The existing and applicable Service Contract (following publication in the Official Journal of 25 May 2024) refers to the five year period 2024-2029 in line with the provisions of the Agreement for the Concession of the Public radio, television and multimedia Service, approved with Prime Minister Decree of 28 April 2017 (published in the Official Journal of 23 May 2017).

and reputation of Rai towards its Stakeholders and, more in general, the whole civil, social and economic context in which it operates. Code of Ethics: it expresses Rai's ethical principles and codes of conduct which shall be respected by all those who work to achieve the Company's objectives, it identifies principles and conduct, recognised and shared, and intended to prevent the offences listed pursuant to Legislative Decree 231/2001 and expressly recalls the Model as a helpful tool to operate in compliance with the regulations. The Code of Ethics is published in the corporate intranet, on the Company's website (www.rai.it) under the section "Transparency" and it is recalled in this Model 231, of which it constitutes an integral part. Compliance with the Code of Ethics while performing tasks and responsibilities within the company, is a duty for the members of the Corporate Bodies, Management Office and Employees. Compliance shall also be granted to Third Parties holding relations with Rai. The provisions contained in the Code of Ethics shall prevail over any other corporate provision (directives, regulations, procedures, etc.). Breaching the principles and conduct rules listed in the Code of Ethics shall result in the application of the sanctions as provided in the Disciplinary System envisaged in Model 231 (see Chapter 8);

Three-Year Corruption Prevention Plan: a document containing the Company's analysis and assessment of specific corruption risks. It also indicates the organisational interventions aimed at preventing such risks, through appropriate cross-sectoral principles, protocols and anomaly indicators;

Plan for Transparency and Corporate Communication: it provides for the most appropriate methods and forms for making information regarding the activities carried out overall by the Board of Directors available to users, without prejudice to particular cases of confidentiality that are duly justified, and also establishes the timeframes and procedures for the publication and updating, on the Company's website, in the dedicated section "Rai for Transparency", of the data, documents, and information required under the legislation in force;
Organisational Configuration – Mission and Responsibilities: in this document, in addition to the macro-structural arrangement setting out the overall map of the various organisational reporting lines, this document illustrates, for each Department, its mission (that is, a general summary of the main responsibilities) and structure, organised into first- and second-level units and, where present, staff areas. As for the editorial area, the structure consists of an organisational model divided by Genres according to digital channels and platforms' audiences and editorial profiles. As for newspapers, the structure, which is typically divided into thematic newsrooms, is an element that enables the implementation of the Editorial Plan of which it is an integral part. The representation of the structure, together with the Service Orders and Organisational Provisions updating its evolution, is available for consultation by Employees on the Company's intranet portal;

Powers and Mandates: Rai establishes the powers of corporate representation (i.e., acting in the name and on behalf of the Company) through specific powers of attorney and/or mandates. The system of powers of attorney is regulated by specific Organisational Provisions, which establish the criteria for the appointment and management rules for first-level powers of attorney and powers of attorney for expenditure, and mandates and consequent powers of attorney inherent to the principal pursuant to Legislative Decree 81/2008; the architecture as mentioned above is completed by other powers of attorney, such as financial powers of attorney, for which specific regulations are provided. Several powers of attorney are then regulated, and this is aimed at managing relevant internal acts for the signing of which no specific Power of Attorney is required;

Corporate Provisions: the set of policies, processes, procedures, internal communications and other regulatory tools used to define responsibilities, operational procedures and controls for the performance of some corporate activities/processes;

Management Regulations and Coordination activity exercised by Rai with respect to listed and unlisted Subsidiaries: they define the purpose and manner of Rai's exercise of management and coordination activity with respect to listed and unlisted Group companies;

Regulation of the Manager in Charge of Rai Radiotelevisione italiana SpA: such regulation governs the activities, powers and methods of carrying out the tasks entrusted to the Manager in charge of financial

reporting, and the relationships and corresponding information flows to bodies being inside and outside the Company;

Occupational Safety, Health Protection and Environmental Regulations: it is adopted by the Company to enable coordinated and integrated management of all occupational health and safety requirements under current regulations, and to assign responsibilities related to these requirements to specific corporate functions.

2.1.3 INFRA-GROUP RELATIONS

In carrying out its management and coordination activities, the Company shall:

- promote and encourage the subsidiaries to which the provisions of Legislative Decree 231/2001 apply, to carry out the activities related to the drafting and review of their Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001 autonomously, by also providing indications that take into account the organisational and operational Group structure;
- in line with its organisational needs, govern cases in which the same individuals are part of the Top Management in more than one Group company (so-called interlocking directorates);
- promote the adoption of general principles to guard legality in associated companies too.

Rai shall disseminate to the companies belonging to the Group, and in the manner it deems appropriate, this Model and any subsequent updates to it.

Each company adopts and subsequently updates their own Organisation, management and control model pursuant to Legislative Decree 231/2001, in relation to effective organisational and operational needs. The Model shall be approved by the Board of Directors of such companies and submitted to Rai, for direction and coordination purposes.

In the drafting and updating of their own Model, the companies belonging to the Group may be inspired by the principles of this Model and incorporate its contents, unless the analysis of their own risk activities shows the need or advisability of adopting different or additional specific prevention measures than those indicated in this Model.

Each subsidiary company having an Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001, for the purposes indicated in the Decree and under its own responsibility, in line with its own statutory provisions, shall establish its own autonomous and independent Supervisory Board, whose powers and functions may also be given to the Board of Statutory Auditors.

The Supervisory Board of the Parent Company shall coordinate with the Supervisory Boards of the subsidiaries by means of information exchanges between the various SBs, in line with the characteristics and specific features of individual companies and the management and coordination activities of the Parent Company, while respecting their respective independence, responsibilities and prerogatives.

The services performed by Rai in favour of its subsidiaries and vice versa are regulated by specific service contracts. Specifically, these negotiated acts shall provide for the roles and responsibilities regarding specific activities and, in general, for the definition of the following clauses:

- the clause by which the parties undertake to comply with the principles of organisation, management and control suitable for preventing the commission of unlawful acts as defined in the Model;
- the clause by which the parties also undertake to behave in such a way as to prevent, in any form, the critical issues and risks highlighted by the Model and supervise the performance of the contract in such a way as to avert the risk of committing the offences provided for in Legislative Decree 231/2001.

2.2. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Company has adopted a structured and comprehensive System of Internal Control and Risk Management (SCIGR), which is integrated into the broader organisational and corporate governance structures in order to facilitate informed decision-making and help ensure the safeguarding of corporate assets, the efficiency and effectiveness of business processes, the reliability of financial and sustainability reporting, and compliance with laws and regulations, the Articles of Association, and internal regulatory instruments.

The SCIGR enables the **identification, assessment, and management of risks**, including those arising from environmental, social, and governance (ESG) factors, ensuring their integration into decision-making processes and corporate reporting flows. The Company undertakes to keep the SCIGR up-to-date and suitable for preventing and containing also the risk of unlawful conduct by its Directors, Employees, and Third Parties.

An integral part of the SCIGR is the Internal Control System over Financial Reporting and the Internal Control System over Sustainability Reporting, which oversee in a structured manner the entire process for the preparation of the financial statements, within which, as part of the Report on Operations, the Consolidated Sustainability Reporting is included. The system is intended to ensure the quality of the information disclosed to the market and to stakeholders, guaranteeing its reliability, accuracy, and completeness through formalised procedures and clearly defined responsibilities.

The SCIGR System consists of three types of activities:

- "First-level" or "line control". It consists of all control activities performed by each organisational unit on their processes to ensure the correct performance of corporate operations. Such controls are attributed to the primary responsibility of the operative staff and are considered as an integral part of each corporate process;
- "Second-level controls", appointed to specific corporate functions and intended for the monitoring of typical risk categories, such as, by way of example, risks related to health and safety in the workplace, environmental risks, risks connected to financial reporting, corruption risks, risks relating to privacy and cybersecurity, etc.;
  Internal audit activities ("third-level controls"), aimed at verifying the design and effectiveness of the SCIGR as a whole, also by monitoring line controls as well as second-level controls.

2.2.1 MAIN ACTORS OF SCIGR

Board of Directors and Chairperson of the BoD

The Board of Directors plays a central role in the SCIGR, as it defines the guidelines of organisational, administrative and accounting layout, and the SCIGR guidelines, so that all the elements related to the Company are correctly identified, measured, managed and monitored.

The Chairperson operates according to the tasks provided by law, the Articles of Association, the corporate governance system and the appointed mandates. The Chairperson shall also chair and coordinate the works of the Board of Directors. Rai's Reform Law (Law No. 220/2015) and the provisions contained in the Statutes have given the President the power to supervise internal control activities, with the organizational placement of the Internal Audit Department directly under the President and in functional liaison with the Chief Executive Officer.

Board of Statutory Auditors

Board of Statutory Auditors: it monitors compliance with the law, the Articles of Association and the principles of proper administration, as well as the effectiveness of the Internal Control System and the adequacy and proper functioning of the organisational, administrative and accounting structure adopted by the Company.

Supervisory Board

Supervisory Board: it monitors the functioning and observance of the Model, while taking care of its updating. In Rai, it is a statutory body which differs from the Board of Statutory Auditors.

Manager in charge of drafting corporate accounting documents

The Manager in charge is legally responsible for defining and implementing an appropriate internal control system over financial reporting and, for this purpose, establishes suitable administrative and accounting

procedures for the preparation of the financial statements of the Parent Company RAI SpA and of the consolidated financial statements of the RAI Group, as well as of any other financial communication. The Manager in charge, with the Chief Executive Officer, also issues a declaration related to the separate financial statement of RAI SpA and the consolidated financial statements of the RAI Group (annual and half-yearly), concerning the effective application of the above mentioned administrative and accounting procedures over the period to which such documents refer, as well as the reliability of reported data and their compliance with reference accounting principles. The Manager in charge (or the other executive referred to in Article 154-bis, paragraph 5-ter, of Italian Legislative Decree 58/98, possessing specific expertise in the field of sustainability reporting) and the Delegated Administrative Body are also required to certify, by means of a specific report, that the consolidated sustainability reporting included in the Report on Operations has been prepared in accordance with the reporting standards and with the specifications adopted pursuant to Regulation (EU) 2020/852 (the EU Taxonomy), as provided for in Article 154-bis, paragraph 5-ter, as amended by Italian Legislative Decree No. 125 of 6 September 2024. The aforementioned standards require that the sustainability information also include specific disclosure regarding the process adopted by the company in relation to the internal control system over sustainability reporting

Internal Audit

It is the corporate Department entrusted with the task of providing independent and objective activities aimed at promoting actions to improve the efficiency and effectiveness of the SCIGR and the corporate organisation.

The main tasks of the Internal Audit are as follows:

- assessing, within the limits of the available investigative tools, the SCIGR's operation and adequacy, both on an ongoing basis and in relation to specific needs, and providing assessments and recommendations in order to promote its efficiency and effectiveness;
- providing specialist support to management on SCIGR to promote the effectiveness, efficiency and integration of controls in business processes and promote the continuous improvement of governance and risk management.

Permanent Commission for the Code of Ethics

The Permanent Commission for the Code of Ethics is the reference body for the implementation and control of what is provided for by Rai Group's Code of Ethics; it monitors the actual observance of the Code by the Recipients and its effectiveness in preventing, over time, conduct going against the principles enshrined in the Code, proposing any changes for its updating and/or review; moreover, it evaluates the reports received on alleged violations committed; it reports to the Chief Executive Officer and informs the Rai SpA's Supervisory Board on the reports received and the activity carried out.

Corruption Prevention Manager

Corruption Prevention Manager: it carries out the activities indicated by the relevant regulations, informing, in the cases provided for by the PTPC, the Chairperson of the Board of Directors of the Company, the Chief Executive Officer, the Board of Statutory Auditors and the Supervisory Board of Rai SpA.

Corruption Prevention Contact Persons

Heads of top organisational structures (such as those reporting directly to the Chairperson, the Chief Executive Officer, the Corporate General Manager, the Chief Officers and, in any case, all the Heads of Management), the Heads of the Regional Head Offices and the Heads of the Regional Editorial Offices of the Regional Newspaper, the Heads of the News Correspondents from Abroad Offices and the Heads of the TV Production Centres in Rome, Milan, Naples and Turin, in view of the significant managerial and decision-making prerogatives they assume especially within their respective processes. The individuals described coordinate

with the Corruption Prevention Manager for the purposes of implementing the anti-corruption policy adopted by the Company, as specified in Rai's Three-Year Plan for the Prevention of Corruption.

231 Contact Persons

Department/Structure Managers who oversee the regular conduct of operations in the sensitive areas within their areas of responsibility, in accordance with their organisational powers. They shall promptly communicate to the Supervisory Board, through written note, the information specified in paragraph 4.4 below. Each Manager shall also send to the Supervisory Board, when the Model is adopted and any amendments are made, a declaration of knowledge of and compliance with the principles of the Model described therein and declare, every six months, whether or not they are aware of conduct not in line with the principles and contents of the Model within the Sensitive Activities under their responsibility, except for what has already been reported, if any.

Transparency contact persons

Transparency contact persons: heads of top organisational structures who apply the methodologies for identifying, assessing, managing and monitoring risks and controls for their respective areas of responsibility, ensuring for the data under their responsibility the truthfulness, completeness, consistency and their compliance with the original documents, as detailed in Rai's Plan for Transparency and Corporate Communication.

Management

Management: within the scope of the functions covered and in the achievement of the related objectives, it ensures the correct design and effective operation of the Internal Control System over time, contributing to the activities the Chief Executive Officer is in charge of according to the risks managed. To this end, it establishes specific control activities and monitoring processes aimed at ensuring the effectiveness and efficiency of the Internal Control System.

3. ADMINISTRATIVE LIABILITY OF ENTITIES: REGULATORY OVERVIEW

On 8 June 2001, Legislative Decree 231/2001 was issued in implementation of the Mandate specified under Article 11 of Law no. 300 of 29 September 2000. LD 231/2001 contains “Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality”.

Legislative Decree 231/2001 is based on international and European conventions[2] ratified by Italy and envisaging additional responsibilities for the entities in case of specific offences (i.e., predicate offences), under specific conditions, along with the responsibility of the perpetrator.

The Legislative Decree No. 231/2001 introduced for the first time in Italy a kind of liability defined as ‘administrative’ by the Italian Law, whose characteristics are proper to criminal liability and which refers to specific offences committed or attempted in the interest or to the advantage of the companies themselves, by Corporate Bodies, Top Management or Subordinates (Article 5, paragraph 1 of Legislative Decree No. 231/2001). It applies when the commission of the offence was made possible by failure to comply with management or supervisory obligations.

The Company’s administrative liability differs and add to the criminal liability of the offence perpetrator.

For ‘administrative’ liability to be established, it is necessary that a crime is committed in the interest or to the advantage of an entity. On the contrary, the company shall not be liable if a crime was committed in its own exclusive interest or that of third parties (Article 5, paragraph 2 of the Decree).

The criminal court shall have the jurisdiction on any administrative offences committed by entities. Chapter III of Italian Legislative Decree 231/2001 provides specific regulations related to the entire process of investigation and application of administrative sanctions.

If an entity is found to be liable, this may result in the application of serious and detrimental penalties to said entity, such as fines, disqualifying sanctions (e.g., disqualification from conducting business; suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence; prohibition from contracting with the Public Administration; exclusion from subsidies, financing, contributions or grants and possible revocation of those granted; prohibition from advertising goods or services), confiscation and publication of the judgement.

These sanctions may also be applied as precautionary measures, prior to the finding of the facts aimed at confirming the existence of a crime and the administrative offence that depends on it, if the existence of serious indications are found to be such that the liability of an entity is deemed to exist, as well as the danger of reiteration of the offence.

In addition, Italian Legislative Decree 231/2001 provides that if the conditions for the application of a disqualifying sanction that requires the interruption of the company's activity are met, in lieu of that sanction a judge may establish that the activity is continued by a judicial commissioner (Article 15 of the Decree), who shall be appointed for a period equal to the duration of the disqualifying sanction that would have been applied. However, to this purpose, at least one of the following conditions shall be met:

- the company performs a public service or a service of public interest, the interruption of which may cause serious harm to the community;

[2] By introducing Legislative Decree 231/2001, the Italian Legislator intended to ensure domestic regulations are in line with international conventions to which Italy had already acceded, and in particular:

- the Brussels Convention on the protection of the European Communities' financial interests of 26/07/1995;
- the Brussels Convention on the fight against corruption involving officials of the European Communities or officials of Member States of 26/05/1997;
- the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of 17/12/1997.

- the interruption of the business activity may cause significant damage in terms of employment due to the size of the company and the economic conditions of the area in which it is located.

3.1. Exemption from the Entity's Liability

Article 6 of Legislative Decree No. 231/2001 provides that the entity, in the case of crimes committed by the Top Management, shall not be liable if it proves that:

- before the act was committed, the management had adopted and effectively implemented a suitable Organisation, Management and Control Model to prevent the kind of offences that occurred;
- the task of supervising the operation of and the compliance with the models, as well as that of taking care of their updating, was entrusted to a body of the entity with independent powers of initiative and control (so-called 'Supervisory Board', hereinafter also 'Body' or 'SB');
- persons perpetrated the offence by fraudulently circumventing said Model;
- there was no failure or insufficient supervision by the Supervisory Board.

In the event that the offence was committed by Subordinates, the entity shall be held liable for the crime only in the event of culpable failure to comply with management and supervision obligations.

Therefore, an entity that had adopted and effectively implemented a suitable Organisation, Management and Control Model to prevent the kind of offences that occurred shall be exempted from liability if the conditions laid out in Article 6 of the Decree are met.

However, the mere adoption of an Organisation Model, is not in itself sufficient to exclude said liability of the Company, since it is necessary that the Model is effectively and efficiently implemented. Specifically, for the purposes of effective implementation of the Model, the Decree requires:

- a periodic review and possible amendment of the same when significant violations of the requirements are found or when changes occur in the organisation or activity;
- an appropriate disciplinary system to impose sanctions in case of non-compliance with the measures specified in the model.

3.2. Types of Predicate Offences

The Predicate Offences are expressly enumerated in Italian Legislative Decree 231/2001. In fact, the entity may not be held liable for an act constituting an offence if its administrative liability in relation to that crime and the related penalties are not expressly provided for by a law that came into force before the act was committed (Article 2).

The "families of offences" listed in Legislative Decree No. 231/2001 as of the date of approval of this document, with reference to Annex 1 "Technical Annex to the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001" to this document which provides a detailed list of the offences included in each "family":

1. Undue collection of disbursements, fraud to the detriment of the state, a public entity or the European Union, or for the purpose of obtaining public disbursements and computer fraud to the detriment of the state or a public entity, and fraud in public procurement (Art. 24)
2. Computer crimes and unlawful processing of data, including the offences referred to in Article 1, paragraph 11, of Italian Decree-Law No. 105 of 21 September 2019 (Art. 24-bis)
3. Organised crime offences (Art. 24-ter)
4. Embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, and corruption (Art. 25)
5. Forgery of money, banknotes, paper and coupons issued by governments, revenue stamps and instruments or signs of recognition (Art. 25-bis)

6. Crimes against industry and trade (Art. 25-bis.1)
7. Corporate offences (Art. 25-ter)
8. Crimes for the purpose of terrorism or subversion of the democratic order provided for by the Italian Criminal Code and special laws (Art. 25-quater)
9. Female genital mutilation practices (Art. 25-quater.1)
10. Crimes against the individual (Art. 25-quinquies)
11. Market abuse offences (Art. 25-sexies)
12. Manslaughter and serious or very serious injuries through negligence, committed in violation of accident-prevention regulations and the protection of hygiene and health in the workplace (Art. 25-septies)
13. Receiving stolen goods, money laundering and use of money, goods or utilities of unlawful origin, as well as self-laundering (Art. 25-octies)
14. Crimes related to payment instruments other than cash and fraudulent transfer of assets (Art. 25-octies.1)
15. Crimes related to payment instruments other than cash (Art. 25-Octies.1 paragraph 2)
16. Crimes relating to violation of copyright (Art. 25-novies)
17. Incitement not to make statements or to make false statements to judicial authorities (Art. 25-decies)
18. Environmental crimes (Art. 25-undecies)
19. Employment of third-country nationals whose stay is irregular (Art. 25-duodecies)
20. Racism and xenophobia (Art. 25-terdecies)
21. Fraud in sports competitions, abuse of gambling or betting, and gambling by means of prohibited devices (Art. 25-quaterdecies)
22. Tax crimes (Art. 25-quinquiesdecies)
23. Smuggling (Art. 25-sexiesdecies)
24. Crimes against the cultural heritage (Art. 25-septiesdecies)
25. Laundering of cultural assets and devastation and looting of cultural and landscape assets (Art. 25-duodicies)
26. Transnational Crimes (Law No. 146/2006).

3.3. CRIMES COMMITTED ABROAD

In view of the activities, including those of a financial nature, and in any case related to the company's core business, carried out abroad by the Company and its Employees, it is appropriate to make an extended reference to the provisions of Article 4 of Legislative Decree No. 231/2001, and to the principles of territoriality provided for by the Italian Criminal Code.

In fact, an entity may be held liable in Italy for the commission, in foreign territory, of certain crimes. In particular, Article 4 of the Decree provides that entities having their head office in the territory of the State shall also be liable in connection with the crimes committed abroad in the cases and under the conditions provided for in Articles 7 to 10 of the Italian Criminal Code, provided that the State of the place where the act was committed does not prosecute them.

Therefore, an entity shall be actionable when:

- its head office, that is the actual location where administrative and management activities are carried out, possibly also different from the location of the company or its registered office (entities with legal personality), is located in Italy;
- the entity is not being prosecuted by the State of the place where the act was committed;
- the request of the Italian Ministry of Justice, which shall be – in case – in charge of the prosecution, is also referred to the entity itself.

These rules concern crimes committed entirely abroad by Corporate Bodies, Top Management or Subordinates. For criminal conduct that occurred in Italy, even partly, the principle of territoriality under Article

6 of the Italian Criminal Code according to which “the crime shall be considered as being committed in the territory of the State, when the action or failure to act occurred there in whole or in part, or the event resulting from said action or failure to act occurred there” shall apply.

3.4. CONFINDUSTRIA GUIDELINES

Article 6, paragraph 3 of Legislative Decree No. 231/2001 expressly provides that Organisation, Management and Control Models may be adopted on the basis of codes of conduct drawn up by associations representing entities.

The “Guidelines for the preparation of Organisation, Management and Control Models pursuant to Legislative Decree No. 231/2001,’ also with reference to corporate groups, were issued by Confindustria and approved by the Italian Ministry of Justice in December 2003, in accordance with the above mentioned article and, most recently, updated to the June 2021 version.

Rai’s Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001 collects the indication contained in the latest update of Confindustria Guidelines by considering, among other things, the Model’s structure, the mapping of processes and activities at risk, the assessment of risks related to the perpetration of potential or residual crimes and the analysis of the Internal Control System.

3.5. FITTING WITH ANTI-CORRUPTION AND TRANSPARENCY PLANS

As for preventing and tackling corruption and unlawful activities, Rai adopted a Three-year Corruption prevention plan (PTPC) that also lists a set of preventive measures (including general and cross-sectoral principles, protocols and anomaly indicators).

In terms of transparency, in implementation of Article 63, paragraph 21 let g) of Legislative Decree No. 208 of 8 November (TUSMA), Rai adopted a specific Plan for Corporate Transparency and Communication (PTCA) which lists all the Company’s specific transparency principles and obligations. Moreover, Rai’s institutional website offers a section dedicated to “Rai for Transparency” where the documents related to Rai’s governance, organisation and management are available for consultation to the users. PTCA and the “Rai for Transparency” section are regularly updated and adjusted based on the evolutions in the reference legal and regulatory framework.

The corporate measures to prevent corruption and the transparency measures identified in the above mentioned Plans are considered to be additional monitoring tools to the Model in relation to the perpetration of the offences described in Legislative Decree No. 231/2001, without prejudice to the fact that the PTPC also aims at preventing offences perpetrated against the Company, while Legislative Decree No. 231/2001, only covers the offences perpetrated to the interest and advantage of the Company.

Consequently, the Model's provisions concerning the measures for the monitoring and supervision of its implementation are in line with the contents of said Plans, and in this way the proper integration between the provisions of the different documents is ensured. Therefore, the corruption risk management system in the company results from the combination of the provisions of the Three-Year Corruption Prevention Plan, the Corporate Transparency and Communication Plan, and the Model, as outlined in said documents.

In compliance with the anti-corruption and transparency requirements, the parties and subjects responsible for the implementation of the above mentioned Plans have been identified. These individuals, in the performance of their duties, shall ensure, among other things, the necessary coordination with the Supervisory Board, in order to guarantee an adequate monitoring of the anti-corruption and transparency system, within their respective responsibilities.

3.6. FITTING WITH REGULATIONS REGARDING HEALTH AND SAFETY IN THE WORKPLACE (LEGISLATIVE DECREE NO. 81/2008, AS AMENDED)

As for the offences related to Health and Safety in the workplace, which might fall within the scope of the Entity's liability, Article 30 of Legislative Decree 81/2008 established that the adequate Organisation, Management and Control Model, able to exempt the company from administrative liability, if effectively adopted and implemented, should ensure the existence of a corporate system for the fulfilment of specific legal obligations as detailed in the same law. In this regard, Article 2, paragraph 1, let. D) of Legislative Decree No. 81/2008, provides a detailed definition of the "Organisation and Management Model" for the purposes of Legislative Decree No. 231/2001 – as an organisational and management model for the definition and implementation of a company health and safety policy, pursuant to Article 6, paragraph 1 letter a) of Legislative Decree No. 231 of 8 June 2001, suitable for preventing the crimes referred to in Articles 589 and 590, paragraph 3 of the Italian Criminal Code, committed in violation of regulations regarding accident prevention and the protection of health in the workplace.

In order to enable a coordinated and integrated management of all occupational health and safety requirements under regulations in force, as well as to allocate the responsibilities related to these requirements to specific company departments, the Company has drawn up a specific regulation ('Regulations on Safety in the Workplace, Health Protection and the Environment') whose purposes are: the systematic assurance of the best possible level of protection of workers and all other persons taking part in the production process; the systematic assurance of the best possible level of protection of the environment; the optimisation of the activities regarding safety in the workplace throughout the whole production process, while being in line with the corporate structure; the definition of the corporate system of safety and protection of health and the environment in the light of the identification of a single Employer – the Chief Executive Office – for the entire Rai Company; the proper allocation of tasks and related responsibilities, consistently with the above mentioned Regulations and through specific mandates, in order to prevent any confusion or overlapping, which do not exempt – in any case – the principal from the fulfilment of their obligation to supervise any agents appointed by them in the performance of theirs duties, to be carried out also through the verification and control systems provided by the Model 231 (see Article 16, last paragraph of Legislative Decree 81/2008); the enhancement of the role of the Delegated Managers / Executives so that they actively and adequately participate in the information and decision-making processes related to their duties.

4. SUPERVISORY BOARD

Based on the provisions of Legislative Decree No. 231/2001 - Article 6, paragraph 1 a) and b) - the Company shall not be held liable for the commission of Predicate Offences by the persons identified pursuant to Article 5 of Legislative Decree No. 231/2001, if the management body has, among other things:

- adopted and effectively implemented, prior to the commission of the act, organisation, management and control models suitable for preventing the crimes being assessed;
- entrusted a body of the entity with independent powers of initiative and control with the task of supervising the operation of and the compliance with the models, as well as that of taking care of their updating.

Therefore, the fact that the above mentioned tasks were entrusted to a body with independent powers of initiative and control, together with the proper and effective performance of the same, is an essential requirement for exemption from liability pursuant to Legislative Decree No. 231/2001.

Lacking specific indications in Decree 231 on the composition of the Supervisory Board, its requirements were taken from case-law, doctrine and Confindustria's Guidelines, and they can be identified as follows:

- Professionalism: the set of competencies that the SB should have to effectively perform its task and activity, consisting of specific legal and economic knowledge as well as the knowledge of analysis techniques and risk assessment;
- Autonomy and Independence: freedom of initiative and absence of any form of interference or conditioning from inside or outside the entity, by also considering the resources available and needed to carry out this task effectively;
- Honourability: the absence of circumstances which might undermine or condition the integrity of the Supervisory Board's members by compromising their independence and reliability;
- Continuity of action: the constant and continuous control and verification activity on the implementation of Model 231 to ensure its actual effectiveness.

The Company identified its Supervisory Board as a body with a multi-subjective composition consisting of two external members, one of whom acts as chairman, and the Director of Internal Audit.

With respect to the Board of Directors, the Supervisory Board is deemed to be part of the staff and shall report to it through the information flows regulated in Section 4.5.

4.1. APPOINTMENT AND TERMINATION OF OFFICE

The Supervisory Board is established by resolution of the Board of Directors and shall be in office until the date of end of the term of office of the administrative body that appointed it, although it shall continue to perform its functions on an interim basis until a new Board is appointed by the new Board of Directors.

Appointment as a member of the Supervisory Board depends on the presence of the subjective requirements of integrity, independence and professionalism as well as the absence of any causes of incompatibility with the appointment itself.

The members of the Board shall be chosen from individuals with the professional skills necessary to perform its functions.

The members of the SB may hold functions or offices within the company, provided that these do not individually entail active management powers which are not in line with the exercise of the functions of the Body.

Grounds for ineligibility or disqualification of members of the Supervisory Board are as follows:

- the conviction or application of the penalty on request pursuant to Article 444 et seq. of the Code of Criminal Procedure, even at first instance, for one of the offences set out in Legislative Decree 231/2001, or which, due to their particular seriousness, affect the moral and professional reliability of the subject;
- the conviction, by an order at first instance, to a penalty that implies disqualification, including temporary disqualification, from public office, or temporary disqualification from the executive offices of legal persons and enterprises;
- the legal status of interdicted, incapacitated or bankrupt;
- the application of prevention measures pursuant to Law No. 1423 of 27/12/1956, as amended and integrated; and anti-Mafia measures pursuant to Law No. 575 of 31/05/1965, as amended and integrated.

The members of the Supervisory Board shall declare, under their own responsibility, that they are not in any of the situations of ineligibility, or in any other situation of conflict of interest, with regard to the functions/tasks of the Supervisory Board, undertaking, for the case in which one of the above mentioned situations occurs, and without prejudice to the absolute and mandatory obligation to abstain in such an event, to immediately notify the Chairperson of the Board of Directors and the Chief Executive Officer.

The termination of office shall be determined by resignation, forfeiture, revocation or permanent impediment and, in the case of members appointed by reason of the function they hold in the company, by the termination of the office they hold.

Resignation by members of the Supervisory Board may be exercised at any time whatsoever and shall be communicated to the Board of Directors in writing, together with the reasons underlying such decision.

Revocation of the appointment given to the members of the Supervisory Board may be decided by the Board of Directors for just cause.

In this regard, ‘just cause’ for revocation of the powers associated with the office of member of the Supervisory Board may mean, by way of example only:

- the loss of the subjective requirements of integrity, independence and professionalism which were in place at the time of appointment;
- the occurrence of a reason for incompatibility;
- gross negligence in the performance of duties related to the professional assignment;
- the "omitted or insufficient supervision" on the part of the Supervisory Board - in accordance with Article 6, paragraph 1, let. d) of Legislative Decree 231/2001 - resulting from a judgement, even at first instance, issued against the Company pursuant to Legislative Decree no. 231/2001 or from a judgement applying the penalty on request (so-called plea bargaining);
- the assignment of operational functions and responsibilities within the corporate organisation that are incompatible with the requirements of ‘autonomy and independence’ and ‘continuity of action’ proper to the Supervisory Board;
- the breach of the ban on disclosure of information collected in the performance of its tasks.

However, the Board of Directors, in particularly serious and self-evident cases, which should involve the entire Supervisory Board, may order - after hearing the opinion of the Board of Statutory Auditors - the suspension of its powers and the appointment of an ad interim Supervisory Board.

4.2. TASKS

The Supervisory Board shall have independent powers of initiative and control that shall be exercised in order to effectively and promptly carry out the functions provided for in the Model. These powers, which extend to all areas and functions of the Company, are aimed at ensuring effective and efficient supervision of the

functioning, observance and maintenance of the Model, in accordance with what is provided for by Article 6 of Legislative Decree No. 231/2001.

The verification and control activities carried out by the Supervisory Board shall be strictly functional to the objectives of effective implementation of the Model.

In order to assist in defining and carrying out the relevant activities and to enable full compliance with the requirements of professionalism and continuity of action and the statutory tasks, the Supervisory Board shall have a Technical Office.

In particular, the Supervisory Board shall be entrusted with the following duties and powers for the performance and exercise of its functions and tasks:

- regulate its operation and bring it to the attention of the Board of Directors. The regulations governing the activities of the Supervisory Board shall also provide for: the scheduling of activities, the scheduling of controls, the identification of analysis criteria and procedures, and the regulation of information flows from corporate structures;
- approve the annual programme of supervisory activities consistent with the principles and contents of the Model, based on a proposal from the Internal Audit Department, which typically includes the 231 audits planned as part of the Annual Internal Audit Plan, as well as the findings of the activities carried out by the Supervisory Board itself;
- verify the adequacy of the Model in the prevention of the offences listed pursuant to Legislative Decree No. 231/2001 and its ability to detect possible unlawful conduct;
- verify the efficiency and effectiveness of the Model also in terms of the correspondence between the operating methods adopted in practice and the procedures formally provided for by the Model itself;
- take care of, develop and promote the constant updating of the Model, laying down, where necessary, the guidelines for any updates and adjustments;
- detect any behaviour going against the Model that may emerge from the analysis of information flows and information in general the heads of the various Departments/Structures are responsible for;
- promptly report to the Chairperson of the Board of Directors and the Chief Executive Officer, in order for them to take appropriate action, ascertained violations of the Model that may result in the emergence of liability on the part of the Company;
- handle relations and ensure the relevant information flows to the Board of Directors, the Chairperson of the Board of Directors, the Chief Executive Officer, the Board of Statutory Auditors, and the Manager in charge of drafting corporate accounting documents;
- promote initiatives to disseminate knowledge and understanding of the Model, as well as to train staff and raise their awareness on the compliance with the principles contained in the Model;
- promote communication and training interventions related to the provisions of Legislative Decree No. 231/2001, specifically on the legal impacts of the norm on the Company and conduct rules;
- verify that an effective internal communication system is in place to enable the transmission of news relevant for the purposes of Legislative Decree No. 231/2001 while ensuring the protection and confidentiality of the reporter;
- report to the relevant bodies/Departments/Structures the news of violations of the Model and monitor, together with the Human Resources and Organisation Department, the application of disciplinary sanctions;
- verify and evaluate, together with the Director of Human Resources and Organisation, the suitability of the disciplinary system under and for the purposes of Legislative Decree No. 231/2001.

For the performance of duties and exercise of its powers, the Supervisory Board:

- shall have free access to corporate documents and information;
- may use the support and cooperation of Departments/Facilities and external specialist consultants;
- shall have the possibility to request information from the Corporate Bodies and the auditing firm;

- shall benefit from the support of the Internal Audit Directorate to plan and carry out the monitoring activity.

The expenditure forecast for the performance of the assigned tasks shall be approved by the BoD. Reference is made to company procedures for the use of such spending powers.

The Board of Directors shall ensure adequate communication to corporate structures of the duties of the Supervisory Board and its powers.

The Supervisory Board shall neither have management or decision-making powers relating to the performance of the Company's activities, organisational powers or powers to modify the corporate structure, nor disciplinary and sanctioning powers. The members of the Supervisory Board, as well as the individuals whose services are used by the Supervisory Board are required to ensure the secrecy of the deeds and their contents and to respect the obligation of confidentiality on all information they become aware of in the performance of their duties.

The information, indications, documentation and reports provided in the Model shall be kept by the Supervisory Board in a special file (either on a computer or on paper) for a period of not less than 10 years.

4.3. FUNCTIONING

The Chairperson of the Supervisory Board shall summon the meetings of the Board, verify that they are duly constituted, regulate their execution and ascertain the results of voting.

Should the Chairperson of the Supervisory Board be temporarily absent or unable to perform their duties, these shall be carried out by the most senior member of the Board.

The Supervisory Board shall meet whenever deemed appropriate by the Chairperson of the Board or if requested by the other members. It is in any case made mandatory for the Supervisory Board to meet at least once every three months.

The Board shall meet when convened by its Chairperson. The meeting shall be summoned by means of a notice containing the agenda, to be sent to the members of the Supervisory Board by e-mail or other means currently in use. Documents necessary for the discussion of items on the agenda shall be made available to all members of the Board. Each member shall also have the right to request that an item be placed on the agenda. For reasons of urgency, the agenda may be integrated before the beginning of each meeting. In such a case, each member of the Supervisory Board may object to the discussion if they do not consider themselves sufficiently informed and may request a postponement of the discussion on that agenda item, with a new summons no more than five days later.

The meeting may also be held with the participants being located in several places, whether close or distant ones, connected by audio- or video-conferencing, in a manner to be noted in the minutes. The meeting is considered to be held in the place where the Chairperson of the Board is located.

Members of the Supervisory Board who are unable to attend meetings shall be required to notify the Chairperson of the Board.

The meetings of the Supervisory Board shall be deemed valid when the majority of the members in office participate in them and shall be chaired by the Chairperson of the Board. In any case, a meeting is understood to be validly summoned when all the members of the Board are present, even in the absence of formal summons.

Resolutions of the Supervisory Board shall be adopted by a majority vote of the members present with voting rights.

It is the obligation of each member of the Board to give notice to the other members of any interest that, on their own behalf or on behalf of third parties, they may have in relation to an activity that is the responsibility of the Board, specifying its nature, terms, origin and scope, and refraining from any decision in this regard. This shall be included in the minutes.

Should situations of conflict of interest arise with regard to the functions and duties of the Supervisory Board, without prejudice to the absolute obligation to abstain, members shall immediately notify the Chairperson of the Board of Directors and the Chief Executive Officer.

4.4. Reporting to the Supervisory Board

The Supervisory Board shall be promptly informed of acts, conduct or events that may result in a violation of the 231 Model or that, more generally, are deemed to be relevant to the best effectiveness and efficacy of the Model.

All the Recipients of the Model shall communicate to the Supervisory Board any information useful for audits on the proper implementation of the Model. In particular, they shall:

1. The Directorate/Structure Managers and the 231 Contact Persons, according to their organisational tasks, shall communicate promptly and in written to the Board any information related to the following:
    a. The issuance and/or updating of organisational documents;
    b. Any changes in the responsibility of Departments/Facilities affected by risk activities and the updating of the system of company mandates and powers of attorney;
    c. The reports prepared by the Control Bodies/Departments/Structures (including the Auditing Firm and the Manager in charge of drafting accounting documents) as part of their assessment activities, from which facts, acts, events or omissions which are deemed to be critical with respect to compliance with what is provided for by the Decree 231 or the provisions of the Model 231 may emerge;
    d. Any requests for legal assistance made by Employees in case of initiation of legal proceedings against them and in relation to offences pursuant to Legislative Decree No. 231/2001, unless expressly prohibited by the Judicial Authority;
    e. The proceedings initiated for violations of the Model 231, the measures of discontinuance of such proceedings and their reasons, the application of sanctions for violations of the Code of Ethics, Model 231 or the procedures established for its implementation;
    f. Provisions and/or news coming from judicial police or any other authority or those directly concerned, from which it can be inferred that investigations are being carried out for the offences pursuant to Decree 231 and that such offences may involve the Company, in accordance with the obligations established by the regulations in force on the subject and taking into account what is provided for in terms of secrecy and disclosure of the acts of the criminal proceedings;
    g. Any reports prepared by the heads of other company Departments/Facilities as part of their control activities and from which facts, acts, events or omissions which are deemed to be critical with respect to compliance with the Model 231's rules and provisions may emerge;
2. Each Department/Structure Manager identified in advance by the Human Resources and Organisation Department and the Manager in charge of drafting accounting documents shall send to the Supervisory Board, at the time of adoption of the Model and any amendments to it, a declaration of knowledge of and compliance with the principles of the Model described therein and shall declare, on a six-month basis, that they are not aware of any conduct not being in line with the principles and contents of the Model with regards to the Sensitive Activities under their responsibility, except for what has already been reported, if any;
3. The members of the Corporate Bodies and Employees of the Company shall promptly report the commission or alleged commission of offences referred to in the Decree 231 or the reasonable danger

of commission by Third Parties, of which they become aware, as well as any violation or alleged violation of the Model 231 or the procedures established for its implementation, they may become aware of;

4. Third Parties shall be required to make an immediate disclosure directly to the Supervisory Board in the event that they receive, directly or indirectly, from an employee/representative of the Company, a request for conduct that could result in a violation of the general principles of the Model and the Code of Ethics.

Moreover, mutual information exchange shall be regularly carried out and ensured between the Corruption Prevention Manager and the Supervisory Board, concerning the outcomes of the activities carried out, and any possible violation to the reference Models which may be significant in tackling corruption-based offences.

Finally, with regard to the activities falling within their remit and in accordance with the provisions of the Regulation of the Manager in Charge adopted by the Company, the Manager in charge of drafting corporate accounting documents shall collaborate with the Supervisory Board in the control and verification activities that the latter intends to carry out with regard to the preparation of corporate accounting documents; where necessary, similar collaboration is guaranteed, if appointed, by the other executive referred to in Article 154-bis, paragraph 5-ter, of Italian Legislative Decree 58/98 on consolidated sustainability reporting.

The e-mail address provided for transmitting communications and information flows due under the Model to the Supervisory Board is *organismodivigilanza231@rai.it*.

4.5. SUPERVISORY BOARD'S REPORTING TO CORPORATE BODIES

The Supervisory Board shall report on the implementation of the Model, the emergence of any critical aspects, and the need for amending actions. The following reporting lines are provided:

- on an ongoing basis, directly to the Chairperson of the Board of Directors and the Chief Executive Officer, who shall inform the Board of Directors as part of the reporting to which they are bound in the exercise of their powers;
- every six months, to the Board of Directors, the Chairperson of the Board of Directors, the Chief Executive Officer, and the Board of Statutory Auditors.

Specifically, the Supervisory Board shall prepare a written report every six months, which shall include at least:

- a summary of the activities carried out during the semester;
- any problems or critical issues that have arisen in the course of supervisory activities;
- indications regarding the corrective actions to be taken in order to ensure the effectiveness of the Model, including the actions needed to remedy organisational or procedural deficiencies that have been ascertained and that could potentially expose the Company to the danger of the commission of crimes relevant for the purposes of the Decree;
- the indication of the behaviours found to be not in line with the Model and the consequent observations about the sanction deemed to be the most appropriate against the person responsible for the violation or the Department/Structure and/or process concerned, in compliance with the terms and methods indicated in the sanction system adopted by the Company pursuant to Legislative Decree No. 231/01;
- the account of reports received from internal and external parties and those found directly by the Supervisory Board, regarding alleged violations of the provisions of the Model, prevention protocols and related implementation procedures, including the outcome of the resulting audits, as well as the violation of the provisions of the Code of Ethics, reported to the Permanent Commission for the Code of Ethics;
- information regarding the possible commission of crimes relevant to the Decree;
- any sanctions applied by the Company with reference to violations of the provisions of this Model and its implementation procedures;

- an overall assessment of the functioning and effectiveness of the Model with possible directions for its integration, correction or modification, taking into account any newly identified Sensitive Activities;
- the reporting of any changes in the regulatory framework and/or significant changes in the internal structure of the Company and/or in the way business activities are carried out that require an updating of the Model;
- the reporting of any conflict of interest, even potential ones, of a member of the Supervisory Board;
- the statement of expenses incurred during the reporting period.

Meetings with corporate bodies the Supervisory Board reports to shall be documented.

4.6. WHISTLEBLOWING

The activity of managing reports is regulated by the Policy on the Management of Reports, approved by Rai's Board of Directors on 11 July 2023, and by the 'Management of Reports Process' (formalised by the CEO's communication dated 10 January 2024, ref. AD/2024/0002362/P/C), which regulates, in compliance with the applicable reference legislation (Italian Legislative Decree 24/2023)[3], the process of receiving, analysing and processing reports submitted.

To ensure the anonymity of whistleblowers, involved and reported persons, one internal whistleblowing channel is provided that receives reports on breaches related to behaviours, actions or omissions undermining Rai's integrity and resulting in administrative, accounting, civil or criminal offences, namely significant criminal conduct pursuant to Legislative Decree 231/2001 or breaches of the relevant Organisation and Management Models, or unlawful actions, offences or omissions of the European Law as specified pursuant to Legislative Decree No. 24/2023.

Access to the aforementioned channel is allowed through different modalities and is defined and made known by the company to all potential whistleblowers by means of special notices and information on the company's intranet/internet websites. More specifically, the channel is provided publicly in the "Rai for Transparency" section on the official corporate website at the address: *https://www.rai.it/trasparenza/Segnalazioni-fd6ab876-acf0-4978-88cb-12e634722148.html*; the Policy on Whistleblowing is available at the same link.

Where the report is transmitted to a person other than the person entitled to receive it, the latter shall transmit it within 7 days of receiving it, using the aforementioned internal reporting channel, simultaneously notifying the reporting person of the transmission, in accordance with criteria of the utmost confidentiality, and in such a way as to protect the identity of the reporting person, as well as of the persons reported, involved or referred to in the event of the conditions provided for by Legislative Decree No. 24/2023, refraining from any initiative or communication that could prejudice the effectiveness of the subsequent investigative activities.

Rai reserves the right to also assess and handle reports of irregularities – including anonymous reports – which are excluded from the scope of the specific provisions of the aforementioned Legislative Decree 24/2023.

Except in cases of criminal liability for calumny or defamation, or civil liability for fraud or gross negligence, the whistleblower/reporter, the facilitator, the individuals named, and those who have a particular relationship with the whistleblower/reporter (e.g., persons within the same work environment who are linked to the whistleblower by a stable emotional or familial bond up to the fourth degree) may not be subjected to any retaliation, provided the conditions set out in Legislative Decree 24/2023 are met.
The prohibition of retaliation includes, but is not limited to, dismissal, demotion, discrimination, or other prejudicial measures arising as a consequence of the report.

[3] Legislative Decree no. 24 of 10 March 2023, was published on the Official Journal of 15 March 2023, implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and providing indications on the protection of persons who report breached of national law.

The management of Rai's reports is entrusted to the Corruption Prevention Manager, who is supported by a dedicated organisational structure.

In carrying out investigative activities, the Corruption Prevention Manager may, depending on the complexity and/or specificity of the inquiries to be conducted, enlist the support of the Internal Audit Department.

The Internal Audit Department, the Supervisory Board pursuant to Legislative Decree 231/2001, the Permanent Commission for the Code of Ethics, and the Corruption Prevention Manager shall constantly work together in order to ensure the mutual forwarding of reports received, for processing according to their respective areas of competence.

5. Methodological Approach and Control Principles

The main objective of Model 231 is to configure a structured and organic system of processes, procedures and control activities aimed at preventing, as far as possible, the commission of conduct liable to constitute the offences covered by Decree 231.

As for the control activity the Company has provided the following for any process/activity at risk:

- **General control standards** applicable regardless of the process and/or activity at risk, and more specifically:
  - **Separation of tasks:** In sensitive processes, Rai ensures, in order to guarantee independence and objectivity, the intervention of more than one person and the separation of activities between those who are in charge of taking decisions/authorising acts, of executing the operations established and of carrying out the appropriate controls provided for by law and by procedures. This control is functional, as a whole, to mitigate managerial discretion in activities and individual processes. An entire sensitive process cannot, therefore, be entrusted to a single person;
  - **Rules:** Rai adopts internal regulations for the performance of sensitive activities that establish responsibilities, operating methods and controls. This principle is aimed at ensuring that conduct complies with the guidelines and management lines defined by the Company;
  - **Roles and responsibilities:** Rai has a system of organisational provisions and internal powers of authorisation and proxies consistent with the organisational and management responsibilities assigned, containing the specific indication of powers, limits and exceptions, also with respect to the approval of expenses, to the subjects that are entitled to commit the Company towards Third Parties. This system defines and circumscribes the powers of the persons acting on behalf of the Company and allows the traceability of corporate acts, having external or internal relevance, to the natural persons who adopted them, being useful for the subsequent identification of the persons responsible for the adoption of acts through which, directly or indirectly, an offence was committed.
  - **Traceability**: Each decision-making and authorisation process for the performance of each sensitive process must be able to be reconstructed and verified ex post in its main phases and activities. More specifically, for each operation and activity relating to each sensitive process, adequate evidence must be kept and filed in documentary or computerised form.
    Where computer systems are used in the performance of Sensitive Activities, such systems must ensure:
    - access to the system only for persons in possession of authorisation;
    - the correct allocation of operations to the persons responsible for them;
    - the traceability of the operations carried out at all stages;
    - the archiving and preservation of the records produced.

- **Specific Control Standards** provide special provisions aimed at regulating unique aspects of Sensitive Activities. These standards are specifically detailed in the Special Part of this Model in relation to the Sensitive Activities that they are intended to safeguard;
- **Behavioural Indications** that set out the prescriptions and/or prohibitions to be followed in order to avoid the occurrence of 231 offences connected to Sensitive Activities.

5.1. MAPPING AREAS AT RISK AND CONTROLS

Article 6, paragraph 2, let. a) of Decree 231 stipulates that the model must provide for a mechanism to 'identify the activities within the scope of which offences may be committed'.

The identification of the areas in which there may be a theoretical risk of offences being committed implies a detailed assessment of all corporate processes, aimed at verifying the abstract configurability of the offences provided for in Decree 231 and the suitability of the existing control elements to prevent them from being committed. This analysis results in a mapping of the activities within the scope of which the offences expressly referred to in the Decree (Sensitive Activities) and controls may potentially be committed.

The Mapping constitutes the fundamental prerequisite of Model 231, determining the scope of effectiveness and operability of all its components, and is therefore subject to periodic evaluation and constant updating, also upon the impulse of the Supervisory Board, as well as to review whenever there are substantial changes in the organisational structure of the Company (e.g. establishment/alteration of organisational units, start-up/alteration of activities), or if there are important legislative changes (e.g. introduction of new cases of Offences 231) or if offences referred to by Legislative Decree No. 231/2001, or, more generally, significant violations of the Model are committed.

Updating the Mapping must ensure the achievement of the following objectives:

- identify the corporate functions which, in view of the tasks and responsibilities assigned, are affected by the Sensitive Activities;
- specify the possible offences;
- specify the practical ways in which the offence abstractly hypothesised may be committed;
- identify the control elements put in place to protect the risks/offences identified.

In greater detail, according to the provisions of the Confindustria Guidelines, the methodology adopted for the construction of this Model 231 envisaged the following main phases:

- execution of in-depth meetings with the persons who play a key role in the company processes/activities;
- survey of Sensitive Activities and assessment of the level of risk;
- analysis of the adequacy of the company controls put in place to monitor the Sensitive Activities with respect to the defined control standards (general and specific) that must be complied with in order to prevent the commission of Offences 231;
- assessment of the level of residual risk and definition of the actions to be implemented in order to adapt the controls to the defined standards.

5.2. ORGANISATIONAL RESPONSIBILITIES AND POWERS

As stated in the Confindustria Guidelines, the Company's organisation must be sufficiently formalised and clear with regard to the allocation of responsibilities, hierarchical reporting lines and the description of tasks, with specific provision for control principles, such as, for example, the juxtaposition of functions.

As regards the authorisation system, the Confindustria Guidelines require that authorisation and signatory powers be assigned in line with the organisational and management responsibilities defined, providing, when

required, for a precise indication of the approval thresholds for expenditure, especially in areas considered at risk of offences, as provided for in the delegations and powers of attorney granted.

Rai's system of delegation of powers is the subject of a specific corporate procedure that establishes the modalities through which such system shall be implemented. Based on the criteria laid down at a procedural level, the powers assigned are functional to the performance of legal acts in the name and in the interest of the Company, consistently with the mandate/organisational role assigned.

The procedure also regulates the conditions and fulfilments for the revocation and constant updating of the powers of attorney granted.

5.3. MANAGEMENT OF FINANCIAL RESOURCES

Article 6, paragraph 2, let. c) of Decree No. 231 provides that models must provide for 'methods of managing financial resources suitable to prevent the commission of offences'.

The Confindustria Guidelines recommend the adoption of procedural mechanisms for decisions that, by making the various stages of the decision-making process documented and verifiable, prevent the improper management of the entity's financial resources.

Still on the basis of the principles indicated in the aforesaid Guidelines, the control system for administrative processes and, in particular, Rai's financial resources management process rests on the segregation of roles in the key phases of the process, a segregation that must be adequately documented and for which traceability of the acts and authorisation levels to be associated with the operations is therefore envisaged.

In this regard, Rai has adopted a procedure for the management of financial resources that is based on the following principles:

- segregation of the functions of requesting, approving and controlling payments;
- appropriate authorisation levels for the approval of payments;
- traceability of financial flows, i.e. the possibility of reconstructing ex post exactly the decision-making and formal path of the flow;
- imputation of payment, i.e. the exact identification of the title justifying the payment flow;
- registration of financial flows in the documentation for the purpose of tracing the type of payment and related amount and reason;
- execution of checks on the consistency of payments with the supporting documentation and on the actual provision of the service corresponding to the payment.

6. TRAINING AND DISSEMINATION OF THE MODEL

In order to effectively implement the Model, the Company shall ensure the appropriate dissemination of its contents and principles within and outside its organisation.

More specifically, Rai's objective is to extend the dissemination of the Model's content and principles to its Employees as well as all other Recipients.

The communication and training activity shall be marked by principles of completeness, clarity, accessibility and continuity to enable the various Recipients to be fully aware of those corporate provisions they are required to comply with and of the ethical standards that shall inspire their behaviour.

The communication and training activity is monitored by the Supervisory Board, which is also in charge, among other things, of promoting:

- initiatives to disseminate knowledge and understanding of the Model, as well as to train staff and raise their awareness on the compliance with the principles contained in the Model;
- communication and training interventions related to the provisions of Legislative Decree No. 231/2001, specifically on the legal impacts of the norm on the Company and conduct rules.

6.1. TRAINING

Training constitutes an indispensable tool for an effective implementation of Model 231 and for a widespread dissemination of the principles of conduct and control adopted by Rai, in order to ensure a reasonable prevention of the offences referred to in Decree 231.

Training must comply with the following requirements:

- being tailored on learners and adapted to their office and corporate role;
- taking place regularly in line with the frequency of the Model's updates following the legal amendments of Decree 231, organisational changes, governance and the SCIGR;
- being mandatory and envisaging specific control mechanisms to verify learners' attendance and learning paths.

More specifically, all the employees are granted training modules, activities and projects on topics related to the 231 according to the following:

- targeted training, specifically aimed at updating and improving the skills on Decree 231 of the corporate roles most involved and with the greatest degree of responsibility, as defined in Model 231;
- widespread training aimed at very broad targets of the corporate population in a basically undifferentiated manner.

Traceability is ensured for all training initiatives carried out, also by means of specific computerised reporting systems.

6.2. INFORMATION

In line with the provisions of Decree 231 and the Confindustria Guidelines, the Company promotes the adequate dissemination of Model 231, so as to ensure its full knowledge by the Recipients.

In particular, communication is expected to be:

- carried out by means of appropriate communication channels that are easily accessible by both employees and Third Parties, such as the intranet portal and the Company's website;
- timely and differentiated, where necessary, in terms of content with respect to the different Recipients.

Rai shall implement awareness-raising actions as part of its relations with Third Parties, through the adoption of specific contractual clauses providing for the explicit commitment of such subjects to operate in compliance with Decree 231 and behave in compliance with the principles and ethical-behavioural rules contained in Model 231, under penalty, in the most serious cases, of the legal termination of the contract pursuant to art. 1456 of the Italian Civil Code.

Lastly, Rai annually communicates information to Stakeholders concerning the management of corporate responsibility issues in the Sustainability Report.

7. THE DISCIPLINARY SYSTEM

For the purposes of effectively implementing the organisation, management and control model, Decree 231 requires the preparation of an adequate Disciplinary System (art. 6, paragraph 2, let. e) and art. 7, paragraph 4, let. b).

The Disciplinary System adopted by Rai is designed as a whole to ensure proper functioning of the organisation and regular performance of the business activity by sanctioning non-compliance with the principles, measures and behavioural rules indicated in the 231 Model itself as well as in the procedures relating to it.

In this regard, Model 231 represents a substantial and integral part of the obligations arising from the employment contract and relationship (as regards subordinate employment, also pursuant to Articles 2104 and 2106 of the Italian Civil Code).

The application of disciplinary sanctions is irrespective of whether the conduct imputed to the employee (whether subordinate, top management or collaborator) constitutes a violation from which criminal proceedings and/or the application of other sanctions may result.

The Company adopts the Disciplinary System in accordance with the following principles:

- Specificity and autonomy: the Disciplinary System adopted by Rai is intended to sanction any breach of Model 231. The Disciplinary System is, therefore, autonomous with respect to other possible sanctioning measures, since the Company is called upon to sanction the violation of the 231 Model regardless of the possible initiation of criminal proceedings and the outcome of the consequent judgement;
- Compatibility: the procedure for ascertaining and applying the sanction must be consistent with the law and with the contractual rules applicable to the existing relationship with the Company;
- Suitability: the system must be efficient and effective for the purpose of preventing the risk of commission of unlawful conduct, having particular regard to the conduct relevant to the integration of the offences covered by Decree 231;
- Proportionality: the sanction must be proportionate to the violation detected. Proportionality must be assessed on the basis of two criteria: (i) the seriousness of the breach and (ii) the type of employment relationship in place with the employee (subordinate, para-subordinate, managerial, etc.), bearing in mind the specific legislative and contractual provisions in place;
- Drafting in writing and appropriate dissemination: the Disciplinary System must be formalised and must be the subject of timely information and training for all Recipients.

Compliance with the provisions set out in Model 231 is required in the context of self-employment contracts, including coordinated and continuous and/or hetero-organised and subordinate employment contracts, without prejudice to the application of the reference discipline concerning disciplinary sanctions (Article 7 of Law no. 300 of 20 May 1970 - the so-called "Workers' Statute" and applicable National Labour Collective Agreement - CCNL).

Disciplinary proceedings are initiated on the initiative of the Human Resources and Organisation Department or following notification by the Supervisory Board of non-compliance and/or alleged violations of Model 231 to the functions in charge.

The performance and definition of the disciplinary proceedings are entrusted, in consideration of the type of employment contract and/or assignment involved, to the Corporate Bodies and/or functions competent by virtue of the powers and attributions conferred on them by the applicable legislation, the Articles of Association and the Company's internal regulations.

For Recipients who are bound by contracts of a nature other than an employment relationship (including members of the Corporate Bodies and, in general, Third Parties), the applicable measures and disciplinary procedures shall be consistent with the law and the relevant contractual conditions.

The right of the Company to claim for any damage and/or liability that it may incur as a result of the conduct of employees, members of the Corporate Bodies and Third Parties in breach of Model 231 remains unaffected.

7.1. RECIPIENTS, RECIPIENTS' DUTIES AND RELEVANT CONDUCT

The Recipients are obliged to align their conduct with the principles and rules enshrined in Model 231.

For the purposes of the Disciplinary System, any action or omission carried out - even in concert with other persons - in violation of the aforementioned principles and rules constitutes conduct relevant for the application of sanctions.

Particularly, merely by way of example and in addition to the provisions of the reference company regulations and as a specification thereof, the following constitutes a disciplinary offence:

- non-compliance with or violation of the rules of conduct envisaged by Model 231;
- omission to report to the Supervisory Board known violations of the 231 Model;
- retaliatory and/or discriminatory behaviour, direct or indirect, by employees (managers and subordinates) towards the person making the report for reasons directly or indirectly connected to the report itself;
- violations of the measures put in place to protect the reporter with reference to the right to confidentiality;
- malicious or grossly negligent making of reports that turn out to be unfounded.

Any conduct in breach of the provisions of Model 231 represents, if ascertained:

- in the case of employees (including executives), a breach of contract in relation to the obligations arising from the employment relationship pursuant to Articles 2104 and 2106 of the Italian Civil Code;
- in the case of Directors, members of the Board of Statutory Auditors and members of the Supervisory Board, failure to comply with the duties imposed on them by law and/or by the articles of association;
- in the case of Third Parties, a breach of contract such as to legitimise, in the most serious cases, the legal termination of the contract pursuant to Article 1456 of the Italian Civil Code, without prejudice to the option of bringing an action to obtain compensation for any damages suffered.

The procedure for the imposition of sanctions therefore takes into account the particularities arising from the qualification of the person against whom proceedings are brought.

7.2. GENERAL PRINCIPLES ON SANCTIONS

The application of sanctions is inspired by the principle of gradualness and proportionality with respect to the objective gravity of the violations committed.

The assessment of the seriousness of the non-compliance or infringement, which is the subject of evaluation for the purpose of identifying the applicable sanction, is marked by respect for and assessment of the following:

- the intentionality of the conduct giving rise to the non-compliance or breach of Model 231 or the degree of guilt;
- the negligence, imprudence or inexperience demonstrated by the perpetrator when committing the breach or infringement, especially with reference to the actual possibility of foreseeing and/or preventing the event;

- the relevance, seriousness and possible consequences of the non-compliance or breach of the 231 Model (measurable in relation to the level of risk to which the Company is exposed and diversifying, therefore, between non-compliant conduct and/or breaches that did not entail exposure to risk or entailed a modest exposure to risk and breaches that entailed an appreciable or significant exposure to risk, up to breaches that integrated a fact of criminal relevance);
- the position held by the agent within the company organisation, especially in view of his level of hierarchical and/or technical responsibility;
- any aggravating and/or extenuating circumstances that may be found in relation to the conduct of the person to whom the alleged conduct relates, including, by way of example, (i) the possible commission of more than one breach with the same conduct (in which case, the aggravation shall be made with respect to the sanction provided for the most serious breach), and (ii) recidivism of the agent);
- the participation of several Recipients, in agreement with each other, in the commission of the breach;
- other peculiar circumstances of the breach.

The process of challenging the breach and the imposition of the sanction are differentiated on the basis of the category to which the agent belongs.

7.3 MEASURES AGAINST EMPLOYEES

Without prejudice to the criteria for assessing the seriousness of the non-compliance or infringement set out in paragraph 8.3 above "General principles on Sanctions", compliance with the provisions and rules of conduct provided for in the Model shall be considered as a fulfilment, by Subordinates, of the obligations provided for in Article 2104, paragraph 2 of the Italian Civil Code, and violation of the measures indicated shall be considered as a breach of contract which may have disciplinary consequences pursuant to Article 7 of the Italian Workers' Statute (Law No. 300 of 20/05/1970) and determine the application of the sanctions provided for in the disciplinary rules contained in the Disciplinary Regulations as well as in the current rules of the respective Collective Labour Agreements applied, depending on the seriousness of the violations:

- written reprimand;
- fine of up to 4 hours' pay;
- suspension from work and pay for 1 to 3 days;
- suspension from work and pay for 4 to 6 days;
- suspension from work and pay for 7 to 10 days;
- dismissal.

Therefore, the violation by Employees of individual provisions and rules of conduct referred to in the Model shall always be considered a disciplinary offence. The sanctions envisaged by the Disciplinary System shall be applied following the disciplinary procedure pursuant to Article 7 of the Workers' Statute.

Following each violation of the Model reported to the competent offices, a disciplinary investigation is launched if the subject of the report is well-founded: should a probable violation of the Model be found, the consequent disciplinary procedure is initiated.

The Supervisory Board shall be promptly notified of the initiation of disciplinary proceedings and their conclusion (whether a sanction is imposed the case is dismissed).

7.4. MEASURES AGAINST DIRECTORS, STATUTORY AUDITORS, AND MEMBERS OF THE SUPERVISORY BOARD

The Company assesses with absolute rigour alleged violations of Model 231 by those who hold top management positions in the Company and portray its image to employees, shareholders, users, creditors, supervisory authorities and the general public. The values of correctness, legality and transparency must first

and foremost be made their own, shared and respected by those who guide the Company's decisions, so as to set an example and stimulate all those who, at any level, work for the Company.

The Chairperson of the Supervisory Board, if they are not themselves the subject of the dispute, or in this case, the most senior member of the Supervisory Board, shall at the same time and without delay inform the Chairperson of the Board of Directors and the Chairperson of the Board of Statutory Auditors of situations concerning alleged violations of Model 231 by one or more Directors and/or members of the Board of Statutory Auditors and/or members of the Supervisory Board, acquired in the performance of their duties and which are not deemed unfounded, in order that they may refer the matter to the Board of Directors and promote, if ascertained, the most appropriate and adequate initiatives, taking into account the seriousness of the breach detected and in accordance with the powers/responsibilities assigned by the law and/or the Articles of Association and/or this Model 231.

Should the Chairperson of the Board of Directors or the Chairperson of the Board of Statutory Auditors be themselves the subject of the dispute, the Supervisory Board shall refer the matter to the Board of Directors.

The Supervisory Board monitors that the bodies concerned in the case in question (Chairperson of the Board of Directors, or Chairperson of the Board of Statutory Auditors, or Board of Directors) are properly informed of the violation found and take the appropriate initiatives.

In particular, measures against Directors may include:

- statements in the minutes of meetings;
- formal written reprimand (in the case of violations of the provisions of Model 231 that did not entail exposure to risk or entailed a modest exposure to risk);
- partial or total revocation of organisational mandates or offices in the most serious cases, such as to undermine the trust of the full Board in the person concerned;
- convening of the Shareholders' Meeting for the adoption of measures of competence against the persons responsible for the violation, including the revocation of the office and the exercise of legal proceedings for the recognition of liability towards the Company and compensation for any damages suffered and to be suffered.

For the Auditors and/or members of the Supervisory Board, the Board of Directors shall take the appropriate measures in order to adopt the most suitable measures permitted by law.

7.5. MEASURES AGAINST THIRD PARTIES

For Third Parties, failure to comply with Decree 231 and the principles and ethical-behavioural rules provided for by Model 231 will be considered a breach of contract and sanctioned, according to the terms of the specific clauses included in the individual contracts to which the Company is a party, with the legal termination of the contract pursuant to Article 1456 of the Italian Civil Code in the most serious cases.

8. DEFINITIONS

- “Directors”: Members of Rai S.p.A.’s Board of Directors;
- “Chief Executive Officer”: Rai S.p.A.’s Chief Executive Officer;
- “Sensitive Activities”: Activities during which the Offences 231 may be committed;
- “CCNL”: National Collective Labour Agreement currently in force and applied by the Company;
- “Code of Ethics”: The Code of Ethics adopted by Rai S.p.A.;
- “Board of Statutory Auditors”: Rai S.p.A.’s Board of Statutory Auditors;
- “Board of Directors” or “BoD”: Rai S.p.A.’s Board of Directors;
- “Legislative Decree No. 231/2001 or “Decree 231”: Legislative decree no. 231 of 08/06/2001 on the administrative liability of entities for crimes, as amended and integrated;
- “Mandate”: the act by which a person (principal) appoint another person (agent) in order to replace them in the performance of their activities;
- “Recipients”: all those who hold representative, administrative and management positions within the Company, the Subordinates of the former and all employees (meaning those who are linked to the Company by a subordinate working relationship or on secondment or the personnel of Group Companies that operate on behalf of Rai), the members of the Corporate Bodies not already included in the previous subjects as well as all third parties external to the Company who maintain relationships with Rai (meaning - by way of example, but not limited to - suppliers, agents, consultants, professionals, self-employed or para-subordinate workers, business partners, auditors and auditing firms or other subjects) involved in the activities set out in this Model 231;
- “Employees”: all those who are employed by the Company;
- “Requesting Functions”: Rai Functions that identify needs and formalise requests for the awarding of contracts, through the issuance of RDAs, on the basis of the subject and value competences assigned to them by the internal corporate provisions, possibly also on the basis of the delegation and budget of other Rai Functions;
- “Manager in Charge”: Manager in charge of drafting corporate accounting documents pursuant to Article 154-bis of the Consolidated Law on Finance;
- "User functions": Functions that utilise goods and/or services purchased by the Company;
- “Group”: Rai S.p.A. and its subsidiaries pursuant to Article 2359, paragraphs 1 and 2 of the Italian Civil Code;
- “Interest of the entity”: purpose, even though it may not be the only one, of the illegal conduct (predicate offence) consisting in favouring Rai, to be ascertained by means of an ex-ante assessment and existing regardless of the actual achievement of the objective;
- “Rai Reform Law”: Law No. 220 of 28/12/2015, on ‘Reform of Rai and public service broadcasting’;
- “Confindustria Guidelines” or “Guidelines”: “Guidelines for the creation of Organisation, Management and Control Models pursuant to Legislative Decree No. 231/2001” drafted by Confindustria on 7 March 2002, and regularly updated;
- "Management": any employee of the Company who has a recognised role and responsibility at Company level;
- "Model 231" or "Model": the organisation, management and control model adopted by Rai S.p.A. pursuant to Legislative Decree No. 231/2001;
- “Corporate Bodies”: collectively, the Board of Directors (also ‘BoD’), the Chairperson, the Board of Statutory Auditors, the Chief Executive Officer of Rai - RadioTelevisione italiana SpA, the Shareholders' Meeting;
- "Supervisory Board” or “SB”: a body appointed by the BoD pursuant to Article 6, paragraph 1, letter b) of Legislative Decree No. 231/2001 with autonomous powers of initiative and control, which has the task of supervising the operation of and compliance with Model 231 and ensuring that it is updated;

- “Plan for Transparency and Corporate Communication”: the plan adopted by Rai in implementation of the Rai Reform Law;
- “Three-Year Corruption Prevention Plan” or “PTPC”: the Plan adopted by Rai containing the Company’s analysis and assessment of specific corruption risks and indicating the safeguards and organisational measure aimed at preventing such risks, through appropriate cross-sectoral principles, protocols and anomaly indicators monitoring, updated annually;
- "Sensitive Processes": the corporate processes within which Sensitive Activities are included
- “Power of attorney”: an act by which one person (principal) grants another person (agent) the authorisation and power to act on their behalf;
- “Public Administration”: the entities referred to in Article 1, paragraph 2 Consolidated Act on Public Employment, and in any case all public service concessionaires, public enterprises and public law bodies, which are called upon to carry out public functions, including officials, public officers and persons in charge of a public service;
- “Rai”, “Company”, “Business”: Rai - Radiotelevisione italiana SpA;
- “Offences 231” or “Predicate offences”: the crimes the Company shall have administrative liability for pursuant to Legislative Decree No. 231/2001;
- “231 Contact Persons”: managers of Departments/Structures who, in accordance with their respective organisational responsibilities, shall communicate to the Supervisory Board, by written note, the information indicated in paragraph 5.4;
- "Corruption Prevention Manager (RPC)": the person in charge of overseeing the definition, monitoring and maintenance of the Corruption Prevention Plan;
- “SCIGR”: Rai's Internal Control and Risk Management System, a fundamental element of the Rai Group's overall corporate governance system. It consists of a set of rules, procedures and organisational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the Group;
- “Whistleblowing reporting”: reporting of violations related to behaviours, actions or omissions undermining Rai’s integrity and resulting in administrative, accounting, civil or criminal offences, namely significant criminal conduct pursuant to Legislative Decree 231/2001 or breaches of the relevant Organisation and Management Models, or unlawful actions, offences or omissions of the European Law as specified pursuant to Italian Legislative Decree 24/2023;
- “Report of Irregularity”: a communication concerning irregular conduct (of any kind, including mere omissions) attributable to employees, collaborators, or third parties, which harms the interest or integrity of Rai;
- “Anonymous Report”: a communication in which the identity of the reporter is neither disclosed nor otherwise identifiable;
- “Whistleblower”: a natural person who makes a whistleblowing report;
- “Reporter”: a natural person who makes report of irregularity;
- “Involved Person”: a natural or legal person mentioned in the report as the individual to whom the violation is attributed, or as a person otherwise implicated in the reported violation;
- “Facilitator”: a natural person who assists a reporter in the reporting process, operating within the same work environment, whose assistance must be kept confidential;
- “Work Environment”: current or past work or professional activities carried out within the relationships referred to in Article 3, paragraphs 3 or 4, of Italian Legislative Decree 24/2023;
- “Retaliation”: any behaviour, act, or omission, even if only attempted or threatened, undertaken on account of the report, which causes or may cause the whistleblower/reporter, directly or indirectly, unjust harm;
- “Auditors”: the members of Rai’s Board of Statutory Auditors;
- “Disciplinary System”: it defines the applicable sanctions in case of breach of Model 231;
- "Subsidiary Company": any company controlled, directly or indirectly, by Rai S.p.A;

- "Top Management": the subjects who hold functions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy and those who de facto manage and control the entity pursuant to art. 5, paragraph 1 of Decree 231;
- "Subordinates": persons subject to the management or supervision of Top Management pursuant to Article 5, paragraph 1 of Decree 231;
- "Third Parties": third parties external to the Company who maintain relationships with Rai (meaning - by way of example, but not limited to - suppliers, agents, consultants, professionals, self-employed or para-subordinate employees, business associates or other parties) connected to activities governed by Model 231;
- "Stakeholder": any person or organisation that can influence, be influenced by, or perceive itself as influenced by a decision or activity of the Company (such as customers, suppliers, partners, collaborators in various capacities, as well as shareholders, institutional investors);
- “Team 231”: a working group established for the purpose of making proposals to update and/or adjust the Model;
- “TUSMA”: Italian Legislative Decree No. 208 of 8 November 2021, containing the “Consolidated Act on Audiovisual and Radio Media Services”;
- “Benefit of the entity”: a positive result, not necessarily from an economic point of view, that Rai has objectively achieved regardless of the intention of the person who committed the offence and that shall be ascertained ex post.