

CORPORATE TRANSPARENCY AND COMMUNICATION PLAN OF RAI SPA



July 2020

Contents

Definitions	3
Introduction.....	6
CHAPTER 1.....	9
CORPORATE TRANSPARENCY AND COMMUNICATION PLAN	9
1.1 Relevant Principles	9
1.2 The obligations as set out in the RAI Reform law	9
1.3 The criteria for defining the information and data to be published pursuant to Law 220/2015	11
1.3.1 Activities of the Board of Directors.....	11
1.3.2 Total investments in audiovisual products	11
1.3.3 CVs and gross remuneration.....	12
1.3.4 Criteria for the recruitment of personnel and for the assignment of external collaborations	13
1.3.5 Non-artistic collaboration contracts (including consultancies)	14
1.3.6 Criteria and procedures for the assignment of contracts pursuant to Article 49-ter.....	15
1.3.7 Level of satisfaction with programming for the pursuit of public service objectives.....	15
1.4 Entry into force, validity and updating of the Plan	16
CHAPTER 2.....	17
THE MANAGEMENT MODEL AND IMPLEMENTATION PROCESS OF THE PLAN	17
2.1 The players in the process.....	17
2.2 The implementation process.....	19
2.2.1 Publication of data, documents and information	19
2.2.2 Development of the Culture of Transparency - Training	23
2.2.3 Privacy	23
CHAPTER 3.....	25
CONTENTS OF THE INSTITUTIONAL WEBSITE SECTION “CORPORATE - TRANSPARENCY”	25

Definitions

The following definitions apply to this document, it being understood that those in the plural may also refer to the relative singular term and vice versa:

A.N.A.C.: is the “Autorità Nazionale Anticorruzione” (National Anti-Corruption Authority) established in accordance with Article 13 of Italian Legislative Decree No. 150 of 27 October 2009, and reorganised in accordance with the provisions of Article 19 of Italian Law No. 114 of 11 August 2014.

Authority: indicates the Public Administrations, national and foreign, including the Authority for Guarantees in Communications (also “AGCOM”) and the Competition and Market Authority (also “AGCM”).

Judicial Authority: indicates all the courts in the matters of their respective jurisdiction and the judicial police corps.

Privacy Code: means Legislative Decree No. 196 of 30 June 2003, consolidated text, also following the outcome of amendments made with Legislative Decree No. 101 of 10 August 2018 with "Provisions to align national legislation with provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation)".

Consob: indicates the National Commission for Companies and the Italian Stock Exchange and the Italian Authority for the supervision of financial markets.

Simplification Decree: means Legislative Decree No. 97 of 25 May 2016 on the revision and simplification of the provisions on the prevention of corruption, publicity and transparency.

Recipients: indicates the members of the Board of Directors, the Board of Statutory Auditors, the Shareholders' Meeting, the members of the Supervisory Body, the Top Management and the Employees, required to comply with the provisions contained in the Plan and, for the relevant parties, also the Collaborators, Consultants, Suppliers, the Companies of the RAI SpA Group and any other person who may have relations with the Company.

Employees: means all of those who have entered into an employment contract with the Company.

Suppliers: natural and legal persons performing work, supplying goods and providing services to the Company.

Anti-Corruption Law: indicates Law No. 190 of 6 November 2012, “Provisions for the prevention and repression of corruption and illegality in the public administration”.

Law 220/2015: indicates Law No. 220 of 28 December 2015, of “Reform of RAI and of public service radio, television and multimedia”.

MEF: indicates the Ministry of Economy and Finance.

Corporate Bodies: indicates the Board of Directors (also “BoD”), the Chairman, the Board of Statutory Auditors, the CEO of RAI SpA, the Shareholders’ Meeting.

Supervisory Board (SB): body established pursuant to Article 6 of Legislative Decree 231/2001, with the task of supervising on the functioning and observance of the Company’s Organisational Model, as well as the related updating;

Artistic personnel: this includes all the collaborators necessary for the execution of the audiovisual and radio media service. In particular, artistic figures are considered, as well as the protagonists, co-stars and participants as commentators and/or experts present in audio and/or video, all those professionals who contribute to the creation of the editorial product. Among these figures, by way of example and without limitation, are authors, collaborators to texts, directors, set designers, choreographers, costume designers, artistic directors, lights and photography, etc...

“Piano Nazionale Anticorruzione”, PNA (National Anti-Corruption Plan): indicates the plan approved by the ANAC with the main function of ensuring the coordinated implementation of strategies for preventing corruption in public contexts, developed at national and international level.

Piano per la Trasparenza e la Comunicazione Aziendale - Corporate Transparency and Communication Plan (TCA Plan or PTCA): means the plan envisaged for RAI by Italian law No. 220 of 28 December 2015.

Piano Triennale di Prevenzione della Corruzione - Three-Year Anticorruption Plan (PTPC): indicates the plan adopted by RAI SpA and updated annually, which - based on the PNA principles and criteria - carries out the analysis and assessment of the specific risks of corruption and, consequently, indicates organisational interventions aimed at preventing them.

Code of Ethics: document adopted by RAI containing all the rights, duties and internal and external responsibilities of all the parties and members of the bodies operating with and in RAI, aimed at affirming

recognised and shared principles and behaviours, including for the purposes of preventing and combating possible wrongdoing.

National audiovisual product: means, regardless of the platform on which it is broadcast, any radio, television, film, multimedia product produced/purchased from an Italian supplier.

International co-production projects: these are defined as projects involving production and pre-purchase of cinematographic, televisual, theatrical and multimedia works with the participation of one or more partners from at least one foreign country.

RAI/Company: indicates RAI - Radiotelevisione italiana S.p.A.

Representatives: these are the heads of the top organisational structures who apply the methods for identifying, assessing, managing and monitoring risks and controls for their respective areas of competence, guaranteeing the truthfulness, completeness, consistency thereof and their conformity with the original documents.

EU Regulation 2016/679 (GDPR): Regulation concerning the protection of natural persons with regard to the processing of personal data, as well as the free movement of such data.

“Responsabile per la Prevenzione della Corruzione”, RPC (Corruption Prevention Manager): this is the party that the Company has identified, taking into account the role played by the same according to the criteria set forth in Article 1, subsection 7 of the Anti-Corruption Law, for the parts applicable to the Company.

SCIGR: indicates the Corporate Internal Control and Risk Management System, i.e. the set of instruments, organisational structures, regulations and company rules aimed at allowing management of RAI SpA that is sound, correct and consistent with the corporate objectives defined by the Board of Directors, through an adequate process of identification, measurement, management and monitoring of the main risks, as well as through the structuring of adequate information flows aimed at ensuring the circulation of information.

Consolidated Law regarding publicly owned companies: this refers to Legislative Decree No. 175 of 19 August 2016, on the revision and simplification of the provisions regarding publicly owned companies, as last amended by Legislative Decree 100/2017 (*Supplementary and corrective provisions to Legislative Decree No. 175 of 19 August 2016, bearing the consolidated text with regard to publicly owned companies*).



Introduction

RAI-Radiotelevisione italiana S.p.A., pursuant to Article 49 of the TUSMAR (Legislative Decree No. 177 of 31 July 2005 and subsequent amendments) and of the Prime Ministerial Decree of 28 April 2017 on “*Granting of the public radio, television and multimedia service concession and approval of the annexed draft agreement*”, is the exclusive concessionaire of the Italian public radio, television and multimedia service. RAI’s actions, also in light of the provisions contained in the Service Contract with the Ministry of Economic Development (2018-2022), are inspired, among others, by the principles of transparency. The share capital of RAI is currently held by the Ministry of the Economy and Finance with a shareholding of 99.5583%, while the remaining 0.4417% is owned by SIAE, the Italian Society of Authors and Publishers (public company with an associative base) and this therefore characterises it as a company under public control.

With Law No. 220 of 28 December 2015, the “*Reform of RAI and the public radio and television service*” (hereinafter also the RAI Reform) was approved, coming into force on 30 January 2016. The RAI Reform provides, inter alia, changes to the TUSMAR and to the pre-existing organisational and management structure of RAI; these

changes have been incorporated into the company's Articles of Association.

On the proposal of the Board of Directors, the aforementioned Articles of Association were approved on 3 February 2016 by the Shareholders' Meeting in order to implement the provisions of the RAI Reform.

It provides, as amended following the implementation of the Reform, in Article 25 subsection 3 letter f), among the "Tasks of the Board of Directors", for the approval of the Corporate Transparency and Communication Plan (hereinafter the TCA Plan).

The TCA Plan, as provided for in subsection 10, letter g) of Article 49 of the TUSMAR introduced by the RAI Reform and also by the Articles of Association of RAI, in Article 29, subsection 3, letter i), is proposed to the Board of Directors by the Chief Executive Officer.

In particular, this document provides for:

1. the most suitable methods and procedures for making information on the overall set of activities carried out by the Board of Directors known to all users, except in specific cases with adequately reasoned confidentiality;
2. the publication and updating on the Company's website, in the "Corporate - Transparency" section, of the data, documents and information required by current legislation.

The legislative and regulatory framework, still in evolution, into which the Plan in question is incorporated is characterised by its high level of complexity and stratification.

The transparency requirements set out in the RAI Reform Law are inserted in a context characterised by both publication obligations deriving from compliance with the regulations on transparency, and those related to disclosure dictated for companies issuing financial instruments which are listed on regulated markets, which is already in force and may be further clarified in the future, within the specific section dedicated to public listed companies in the ANAC Guidelines, which the Authority shall adopt following further study of the issue in conjunction with the MEF and CONSOB.

With reference to the adoption of the "*Guidelines for the implementation of legislation on the prevention of corruption and transparency by companies and private-law entities controlled and invested by public administrations and public economic entities*" (approved by the ANAC Board on 8 November 2017 and effective from its publication in the Official Gazette on 5 December 2017) it was deemed necessary to carry out, also on the basis of the opinion rendered by the Council of State, the aforementioned additional in-depth examination "*of the regulations applicable to public listed companies, as defined in Article 18 of Legislative Decree No. 175/2016, already subject to an autonomous system of obligations and sanctions, and therefore remove, pending the outcome of the in-depth examination, the part of the outline of Guidelines for listed companies*". At present, the aforementioned guidelines do not therefore apply to public listed companies or issuers of listed bonds.

With a view to a systematic interpretation of the aforementioned obligations arising from different sources, it is believed that those imposed on RAI by the 2015 Reform prevail by virtue of the principle of "specialty" as well as

the “chronological” criterion of the succession of laws over time.

Furthermore, 23 June 2016 saw the entry into force of Legislative Decree No. 97 of 25 May 2016 on the revision and simplification of the provisions on Advertising, Transparency and the Prevention of Corruption, (hereinafter “Simplification Decree”). This decree, from a subjective perspective, exempts “listed public controlled companies” from the application of the transparency rules, among which, pursuant to Legislative Decree No. 175 of 19 August 2016, containing the Consolidated Law on the matter of publicly-owned companies, are included those companies “*which had issued, as of 31 December 2015, financial instruments, other than shares, listed on regulated markets*” and, following the amendments made by Legislative Decree 100/2017, explicitly those companies in which they have holdings. With regard to the public interest activity carried out by RAI as a concessionaire of the public radio, television and multimedia service, the transparency obligations provided for by the Simplification Decree for the companies that manage public services are specifically governed by the RAI Reform law.

In light of the aforementioned regulatory framework, therefore, the restrictions on transparency are specified, for RAI, in the TCA Plan.

The TCA Plan is developed according to a logic of modularity and gradual adjustment, in order to incorporate any impacts deriving from new regulatory provisions (which impose further obligations, or eliminate them), so as to make its updating easier.

The Plan is set up, in addition to respecting the legal obligations set out above, also for the pursuit of fundamental principles that underpin the nature of the Public Service and, consequently, the Business Plan. RAI, which operates with “responsibility” and in the interest of citizens (independent), is able to guarantee representation, access and recognition to all audiences (pluralism), is oriented towards the quality and enhancement of talent (excellence) and stimulation towards the cultural and digital growth of the citizen (innovation). This in full development of the role of a universal public service.

The key words that allow the company to operate ethically while respecting its own mission are therefore Responsibility, Independence, Universality, Pluralism, Excellence and Innovation.

As described below, the process of implementation of the TCA Plan is delegated to the company Departments and/or Structures, for the aspects for which they are responsible, according to the applicable internal procedures.

CHAPTER 1

CORPORATE TRANSPARENCY AND COMMUNICATION PLAN

1.1 Relevant Principles

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

Truthfulness and Quality of data, documents, information

It indicates the quality of data, documents and information shown on the corporate website in compliance with the publication obligations established by law, aimed at ensuring: integrity, updating, free accessibility, usability, ease of consultation, contextualisation and indication of origin.

Demonstrability

Demonstrability means the verification of the advertising on the corporate website in the “Corporate - Transparency” section of company data, documents and information, whose truthfulness, completeness, consistency, compliance with original documents and comprehensibility is guaranteed by the Representatives.

Management awareness

The Management, as regards the functions covered and in achieving the related objectives, is bound to operate to ensure the correct implementation of transparency in their respective areas of competence.

Continuous improvement and excellent practices

RAI pursues the continuous improvement of the Plan based on the evolution of the benchmark context, as well as in order to guarantee a constant updating of the same.

1.2 The obligations as set out in the RAI Reform law

Law 220 of 28 December 2015 for the Reform of RAI, and in particular Article 2, subsection 1 - which amends Article 49, subsection 10 of the Consolidated Act as per Legislative Decree 177/2005, and consequently the Articles of Association of RAI currently in effect - establishes that the Chief Executive Officer submits the Corporate Transparency and Communication Plan to the Board of Directors, that sets out:

- a) the most suitable methods and modalities for making information on the overall activity carried out by the Board of Directors known to all users, except in specific cases with adequately reasoned

confidentiality;

- b) the publication on the company's website of a series of data (including personal data) and information:
1. data on total investments earmarked for national audiovisual products and international co-production projects;
 2. CVs and gross remuneration, however denominated, received by members of the administrative and control bodies, as well as by managers of all levels, including those not employed by the company referred to in Article 49-*quater* (external management positions), and in any case by the parties, excluding the holders of contracts of an artistic nature, who receive an annual all-inclusive remuneration payable by the company of at least €200,000, with indication of any components which are variable or linked to the evaluation of the result, as well as any information related to the carrying out by the same of other offices or professional activities or the holding of offices in private law entities regulated or financed by the public administrations referred to in Article 1, subsection 2, of Legislative Decree No. 165 of 30 March 2001, including the independent administrative authorities;
 3. criteria for the recruitment of personnel and for the assignment of tasks to external collaborators, as per letter f) of the same subsection of Law 220/2015, according to which the Chief Executive Officer defines, after hearing the opinion of the Board of Directors, the criteria and methods for the recruitment of personnel and those for the assignment of tasks to external collaborators, in accordance with the foregoing, for publicly-owned companies, under Article 18, subsection 2, of Decree-Law No. 112 of 25 June 2008, converted, with amendments, by Law No. 133 of 6 August 2008, identifying the professional profiles and positions for which, in relation to the specific tasks assigned, it may be exempted from the aforesaid criteria and methods;
 4. data concerning the number and type of non-artistic collaboration or consultancy contracts for which remuneration is provided, assigned to parties outside the company, and the total amount of the related expense, with an indication, for contracts with a value on annual basis that is above a certain threshold identified in the Plan, the names and CVs of the recipients, the reason for the assignment and the applicable remuneration;
 5. criteria and procedures for the assignment of contracts referred to in Article 49-*ter* (contracts concluded by RAI and investee companies);
 6. data resulting from the verification of the satisfaction with the general and specific programming of the company, for the purposes of pursuing public service objective.

1.3 The criteria for defining the information and data to be published pursuant to Law 220/2015

Below are the criteria for defining the information and data to be published and the timing of updates in relation to the obligations contained in Law 220/2015 described in the previous paragraph.

1.3.1 Activities of the Board of Directors

Criteria

As regards the procedures for making users aware of the overall set of activities carried out by the Board of Directors, a report shall be provided every six months to document the number of Board meetings and the main subjects dealt with in its resolutions. In a special section of the RAI website, a link is made available that allows access to company press releases issued at the end of the individual sessions of the Board of Directors.

A link is also made to the institutional website of the Parliamentary Commission for the general direction and supervision of radio and television services to be able to retrieve parliamentary reports on the hearings conducted with the top management.

Updating

The updating of the aforementioned report is normally scheduled every six months, while the official press releases are made available after the holding of each Board meeting.

1.3.2 Total investments in audiovisual products

Criteria

This figure relating to investments earmarked for national audiovisual products and international co-production projects, with the latter being understood as all investment projects between international partners, including pre-purchases, is obtained as follows.

Investments earmarked for national audiovisual products refers to the acquisition and production by the RAI Group of works for radio and television programming of networks, newspapers, channels, including the so-called digital component. The assessment takes into account both external and internal direct costs, supplemented by depreciation of the production area and charges for copyrights, as well as costs for the Publishing and Production Departments relating to personnel and operating expenses.

This approach is consistent with the definition of the investment contained in the current Service Contract 2018 - 2022 according to which “... *the cost configuration comprises the amounts paid to third parties for the acquisition of rights and use of the works, the costs of internal and external production and specific promotion and distribution costs, as well as publishing and ancillary costs directly linked to the products...*”.

The international co-production projects provide for the production and pre-purchase of cinematographic,

television, theatrical and multimedia works with the participation of one or more partners from at least one foreign country.

It should be noted that the acquisitions of rights from foreign suppliers are not included in the total amount of investments, as are the costs of broadcasting the signal (RAI Way) and those of the service departments that indirectly contribute to the production of the productions (including for example, costs for IT services, real estate, etc.).

Updating

The schedule for the updating of this data is annual.

1.3.3 CVs and gross remuneration

Criteria

As part of the process of implementation of the TCA Plan, the CVs and gross remuneration of the members of the administrative and control bodies (Board Members and Statutory Auditors) are published.

Furthermore, the CVs and gross remuneration are published of all the parties linked to RAI by a fixed-term or permanent employment relationship who received a gross annual remuneration of at least €200,000 in the year preceding the year of publication.

Holders of artistic contracts are excluded, as required by Law 220/2015.

In particular, the CVs are also published of RAI employees in service with fixed-term or permanent contracts, which are represented in the corporate macro-organisational structure.

By annual compensation we mean any emolument the employee receives in the form of remuneration as consideration for the work rendered.

For the purposes of Law No. 198 of 26 October 2016, the maximum gross salary limit of €240,000 a year has been applied to the remuneration published in this section, starting from 15 November 2016.

Consequently, wherever as a result of the effect of the ancillary or variable salary institutions, the limit envisaged by the aforementioned standard should be exceeded during the year, the payment of said remuneration items is blocked upon reaching the aforementioned annual threshold.

Without prejudice to the above, the published remunerations are divided into:

Remuneration actually received - *in the previous year*

of which:

- a) fixed remuneration: fixed remuneration actually received;
- b) ancillary remuneration: remuneration items contemplated by specific contractual provisions for the category to which they belong;
- c) variable remuneration: elements of remuneration specifically linked to the assignment covered or to the results achieved, such as function allowances, surcharges or MBOs.

There is no consideration as remunerative items for the components that are merely occasional such as, by way of example, the contractual allowances paid on the occasion of transfers, the reimbursement of expenses and the merely occasional components relating to the transfer of a workplace to another city.

For new hires during the year preceding the year of publication, if the remuneration actually received for the same year is less than €200,000 gross, but a theoretical annual compensation equal to or greater than €200,000 is expected, for the remuneration in the year preceding the year of publication it is reported as “less than €200,000”, but the theoretical gross compensation is added, expressed on an annual basis, for the year of publication.

The CVs and the remuneration of employees with fixed-term or permanent contracts hired during the year of publication are also published, whenever they are recipients of a gross annual remuneration of €200,000 or more.

Information on other offices or professional activities is also published, that is to say the holding of appointments in private law entities regulated or financed by public administrations.

Updating

The update in the case of new hires and dismissals is made in the month following the completion of the related administrative procedure, while any changes to the salary are to be shown with the annual update.

1.3.4 Criteria for the recruitment of personnel and for the assignment of external collaborations

Criteria

RAI regulates the conditions, requirements, criteria, selective and comparative procedures in compliance with the principles of impartiality, transparency, publicity and non-discrimination, and with the company's Code of Ethics and the PTPC in force.

In order to comply with the provisions of Law 220/2015, the criteria for the recruitment of personnel are published, as well as the criteria for the award of assignments to external collaborators are published in the dedicated section "Corporate - Transparency".

Updating

The updating of the criteria shall take place following any changes approved by the top management.

1.3.5 Non-artistic collaboration contracts (including consultancies)

Criteria

The details are published relating to the number and type of collaboration (including consultancy contracts) relating to collaborators who are natural persons, professional practices or associations linked to the Company through self-employment, collaboration (including consultancies) which are non-artistic/non-editorial, finalised up until the year preceding the month of publication. The relative criteria adopted are published in the dedicated section "Corporate - Transparency" of the company website.

In this regard, it is specified that:

- the data are aggregated for two amount bands. The threshold, identified pursuant to Law 220/2015, is set at €80,000 gross per year, consistent with what has already been assumed for the information sent annually to the MEF on this subject. Above the threshold of €80,000 gross per year, details are given for the number of contracts, name, CV, reason for the assignment and annual amount. Under this amount, the data is aggregated in a single line with a record of the number of employees, number of contracts, types of contracts and total value of contracts as per the applicable income tax statement issued to employees, known as "Certificazione Unica" or CU;
- the amount refers to the amount received in one calendar year by each collaborator/consultant, also when relating to several contracts for the amount referred to the activities published, net of social security contributions;
- the amounts correspond to the amount reported in the item "Certificazione Unica" (hereinafter CU), listing the data referring to the previous year; for collaborators engaged in a coordinated and continuous form, reference is made to the taxable amount of the CU showing the data referring to the previous year;
- the figures - represented by number, type and total amount - refer to the period from 1 January to 31 December of the year preceding the month of publication and shall be updated on an annual basis; in relation to the collaborators/consultants who, including in the case of several contracts, exceed the threshold of €80,000 gross in the calendar year preceding publication, the following shall be published in detail: number of contracts, name, CV, reason for the assignment and related remuneration.

With regard to employees contracted during the year of publication, data will be published regarding those who present an expected remuneration, even for several contracts, exceeding the aforementioned threshold of

€80,000 on an annual basis. For these collaborators, the following are also to be published in detail: number of contracts, name, CV, reason for the assignment and related remuneration.

Updating

The updating of the data and information is on an annual basis.

1.3.6 Criteria and procedures for the assignment of contracts pursuant to Article 49-ter

RAI regulates the conditions, criteria and award procedures for contracts pursuant to Article 49-ter, in compliance with the principles of impartiality, transparency, publicity and non-discrimination, and with the company's Code of Ethics and the PTPC in force.

In order to comply with law 220/2015, the above criteria and procedures are published in the dedicated section "Corporate - Transparency" of the company website.

RAI subsidiaries

For the criteria and procedures relating to the companies RAI Cinema, RAI Com and RAI Pubblicità (wholly owned by RAI) which concern the assignments of the contracts pursuant to Article 49-ter of the aforementioned Legislative Decree 177/2005, as introduced by the RAI Reform Law, a connection is envisaged with the corresponding documents published on the websites of the same companies.

Updating

Per event.

1.3.7 Level of satisfaction with programming for the pursuit of public service objectives

Criteria

RAI through the survey called "Qualitel" notes the satisfaction with and perceived quality of the offering on the various distribution channels available, i.e. TV, radio and the web.

The current structure provides an integrated system of research, on the basis of which, starting from 2017, all surveys on the satisfaction with the offering (television, including for minors, digital and radio) are quantitative and are carried out on an ongoing basis. during the year, through a panel of individuals representing the Italian population.

Data resulting from the verification of the level of satisfaction with the TV offering - including minors - and radio and web offering are published in the dedicated section "Corporate - Transparency", with a summary of the methodology used for the surveys.

Updating

With regard to monitoring the television (including minors), radio and digital offering, the reports relating to the quantitative disclosure of the satisfaction shown by the public watching the RAI offering will be issued every six months. In particular, as regards the digital offering, the data relating to the most important sites and the Group App will be published for which an adequate sample size has been obtained over the period.

1.4 Entry into force, validity and updating of the Plan

Article 3 of Law 220/2015 establishes that the Chief Executive Officer, in compliance with applicable regulations on the protection of personal data, promptly publishes and updates at least annually data and information in the TCA Plan approved by the Board of Directors.

The first version of the Plan, in compliance with the regulatory provisions, was approved by the Board of Directors on 26 May 2016 and the data and information provided therein were published within the next 60 days.

The annual update of data and information within the terms envisaged in the Plan must take into account, in particular:

- a) possible changes or additions to the regulations on transparency;
- b) changes in legislation and regulations that modify the institutional purposes, attributions, activities or organisation of RAI (e.g.: the attribution of new responsibilities);
- c) changes in the measures prepared by RAI to ensure the correct implementation of transparency.

CHAPTER 2

THE MANAGEMENT MODEL AND IMPLEMENTATION PROCESS OF THE PLAN

2.1 The players in the process

For the purposes of the development and implementation of the Plan, they play a primary role:

The Board of Directors

The Board of Directors carries out the duties required by law and, in particular, approves the TCA Plan on the proposal of the Chief Executive Officer.

The Chief Executive Officer

The Chief Executive Officer, proposes the TCA Plan for approval by the Board of Directors and proceeds through the implementation process described in this document to the publication and updating at least annually of data and information provided.

The Team of Staff reporting to the Chief Executive Officer and General Manager Corporate coordinates, on behalf of said, the monitoring activities for the implementation and updating of the Plan. The responsibilities of the Representatives identified below remain valid.

Representatives

Given the obvious complexity and articulation of the RAI system (organisational and territorial), the Representatives for transparency, identified in paragraph 2.2.1, ensure the effective implementation and monitoring of systems and controls to monitor transparency. In fact, the Representatives are a fundamental and indispensable part of the governance and implementation of this Plan.

Therefore, with reference to the areas within their remit, the Plan assigns the following tasks to the Representatives:

- provide and monitor, on their own initiative based on the provisions of the Plan and/or specific requests, the data, documents and information to be published on the corporate website section Corporate - Transparency;
- guarantee and monitor over time in reference both to the data to be published and to those already published: the updating, the demonstrability, the correctness, the truthfulness, the reliability, the completeness, the consistency and their compliance with the relevant original company documents.

The demonstrability, as defined in the relevant principles, is guaranteed by the Representatives with the support of the relevant specialist structures.

Managers, employees and collaborators

All employees and collaborators of RAI in any capacity are required to be aware of the Plan and its observance as well as to ensure, as far as is relevant, the execution and continuous improvement of the same.

The managers supervise the observance of the Plan by the employees and collaborators and provide the Representatives with all the data, documents and information necessary for any possible updating of the same.

Internal Control Body/Supervisory Board of RAI SpA

The Control/Supervision Bodies of RAI S.p.A. monitor the effectiveness of the Plan and its operation.

In summary, the parties involved in the implementation process of the Transparency within RAI S.p.A are:



Figure 1: The players involved in the process of implementing Transparency

2.2 The implementation process

The implementation process of the TCA Plan consists of the publication of the data, documents and information required by Law 220/2015.

2.2.1 Publication of data, documents and information

On the RAI corporate website - “Corporate - Transparency” section, the functional information is published to guarantee the availability and accessibility of data, documents and information that are demonstrable in accordance with this Plan.

The data, documents and information are updated according to the timing shown in the document.

RAI adopts the following operating procedures for publication according to the following steps:

PHASE 1: Collection of data, documents and information

Y Person in charge: **Representatives**

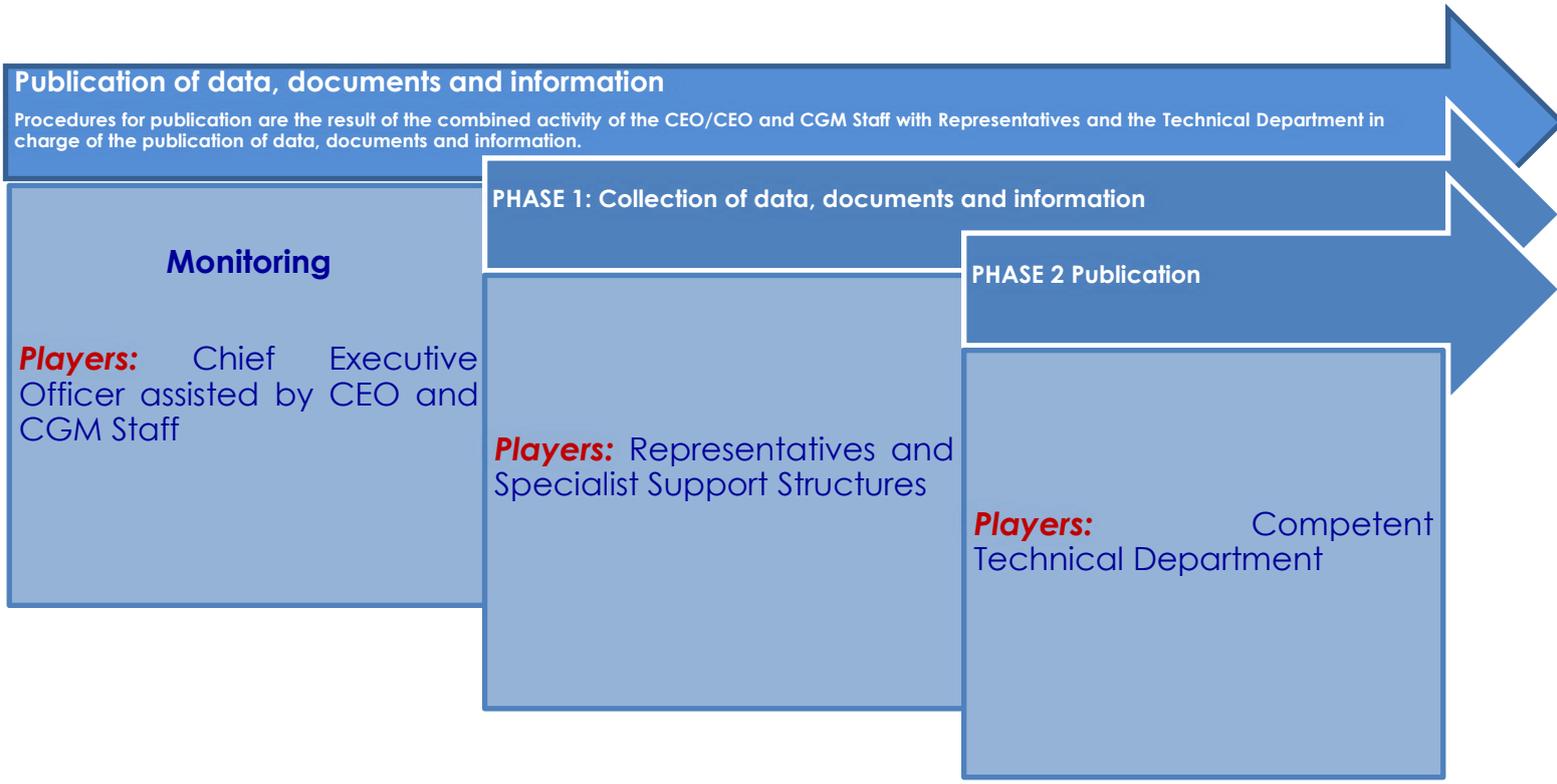
Y Tasks and activities: they take care of the collection of data, documents and pertinent information to be published in the “Corporate - Transparency” Section in line with the criteria and timescales envisaged in this Plan. They also ensure full completeness, truthfulness, conformity with the originals and the demonstrability of data, documents and information. Any non-demonstrability shall be reasoned by them.

The Representatives also take care of sending the data to the technical management responsible for managing the section of the RAI website “Corporate - Transparency” according to the criteria and timescales required by law and incorporated in the Plan.

PHASE 2: Publication

Y Person in charge: **Technical department responsible for managing the site**

Y Tasks and activities: prepares and maintains the IT environment that hosts the “Corporate - Transparency” section of the corporate website of RAI SpA. This Department, in agreement with the Representatives, inserts all the data, documents and information to be published while ensuring conformity with the received data and also making available specific tools for managing content and access statistics.



Below is a summary table summarising the data publication process adopted by RAI within the Plan. The transparency tree, shown in the general menu, is consistent with the details in the following chapter 3 regarding the contents of the “Corporate - Transparency” section of the RAI website, divided into Level I and II sections, in implementation of the RAI Reform Law. RAI reserves the right to publish further information on the basis of new regulatory provisions and/or defined on the basis of specific business needs.

General menu Name Level I	Sections Name Level II	Referees	Updating Transparency section
RAI Governance	<ul style="list-style-type: none"> • Mission • Articles of Association • Service Contract • Code of Ethics • Organisational, Management and Control Model with Supervisory Board records 	Executive Secretariat BoD and Corporate	<ul style="list-style-type: none"> • Per event
Administrative and control bodies	<ul style="list-style-type: none"> • CVs, remuneration and declarations of the members of the Board of Directors • CVs, remuneration and declarations of the members of the Board of Statutory Auditors 	Executive Secretariat BoD and Corporate	<ul style="list-style-type: none"> • Annual/Per event • Annual/Per event
Activities of the Board of Directors	<ul style="list-style-type: none"> • Report on the overall activity carried out by the Board • Press releases concerning Board meetings • Link to the institutional website of the Parliamentary Commission for the general direction and supervision of radio and television services where the parliamentary reports of the hearings carried out by the members of the BoD are available 	Executive Secretariat BoD and Corporate	<ul style="list-style-type: none"> • Usually half-yearly • Per event • Per event
Financials	<ul style="list-style-type: none"> • Financial statements • Separate accounts • Announcements 	CFO	<ul style="list-style-type: none"> • Annual/Per event
Company report including the non-financial statement	<ul style="list-style-type: none"> • Company report/Non-financial statement 	Company Report Structure	<ul style="list-style-type: none"> • Annual
Investments in the audiovisual sector	<ul style="list-style-type: none"> • Aggregate data relating to national audiovisual products • Aggregate data relating to international co-production projects 	CFO	<ul style="list-style-type: none"> • Annual • Annual
Level of satisfaction with programming	<ul style="list-style-type: none"> • Publication of Qualitel data with specific indication of the methodology used 	Marketing Department	<ul style="list-style-type: none"> • Half-yearly
Organisation and Human	<ul style="list-style-type: none"> • Organisation chart • CVs, remuneration and declarations by managers and in any case employees with an annual salary equal to or higher than €200,000 • Personnel recruitment criteria • Collective bargaining • “Work with us”: link to the site with job notices 	Human Resources and Organisation Department	<ul style="list-style-type: none"> • Per event • Annual/Per event • Per event • Per event • Per event

General menu Name Level I	Sections Name Level II	Referees	Updating Transparency section
Award of non-artistic appointments	<ul style="list-style-type: none"> Criteria for the assignment of tasks to external collaborators Number, type of non-artistic collaborative contracts or consultancy and related expenses Names, CVs, declarations, reason for the assignment and compensation, of an amount equal to or greater than €80,000, of collaborators and consultants not belonging to the artistic sector. 	Television Resources Department in the functional coordination of data collection also from other departments	<ul style="list-style-type: none"> Per event Annual Annual
Criteria and procedures for the assignment of contracts in the radio and television sector	<ul style="list-style-type: none"> Summary of the criteria and procedures for the awarding of contracts pursuant to Article 49-ter of the TUSMAR Summary of the criteria and procedures for the awarding of contracts pursuant to Article 49-ter of the TUSMAR to wholly owned companies 	Legal and Corporate Affairs Department Rai Cinema Rai Com Rai Pubblicità	<ul style="list-style-type: none"> Per event Per event
Tender Processes Rai SpA	<ul style="list-style-type: none"> Link to the RAI supplier site 	Purchasing Department	<ul style="list-style-type: none"> Annual/Per event
Anti-Corruption	<ul style="list-style-type: none"> Resolution on appointment of the RPC and service orders with appointment of representatives PTPC and ANAC standard card Internal Company Risk Management and Control System 	Support structure for the Prevention of Corruption and Activities for Transparency	<ul style="list-style-type: none"> Annual/Per event Annual/Per event
Whistleblowing	<ul style="list-style-type: none"> Procedure to manage and process whistleblowing (also anonymous whistleblowing) 	Internal Audit Department	<ul style="list-style-type: none"> Per event
Corporate Transparency and Communication Plan	<ul style="list-style-type: none"> Corporate Transparency and Communication Plan 	Support structure for the Prevention of Corruption and Activities for Transparency	<ul style="list-style-type: none"> Per event

2.2.2 Development of the Culture of Transparency - Training

RAI defines among its objectives specific initiatives aimed at encouraging the development of the culture of Transparency within the company.

The training activities are established by the Human Resources and Organisation Department, on the basis of a calendar made accessible to all employees, as well as the content of the training that is published jointly with other informative material in the appropriate section of the company intranet. It is also possible for employees to request further training meetings always through the same function on the company intranet.

2.2.3 Privacy

The transparency provisions set forth in this TCA Plan represent a regulatory obligation pursuant to the new subsection 10, letter g) of Article 49 of the TUSMAR introduced by the RAI Reform Law (Law 220/2015).

The contents of the Programme and the activity of web data publication carried out by RAI, in accordance with the provisions of the Privacy Code and the GDPR, follow the instructions contained in the *“Guidelines on the processing of personal data, also contained in administrative deeds and documents, carried out for the purpose of advertising and transparency on the web by public entities and other obliged entities”* adopted with the Resolution of the Office for Data Protection No. 243/2014, and respect the limits imposed by the legislation on personal data.

These “Guidelines” have the purpose of defining a unitary framework of measures and mechanisms aimed at identifying appropriate precautions that public entities, and other parties which are also recipients of the current regulations, are required to apply in cases where they carry out activities of dissemination of personal data on their institutional websites for the purpose of transparency.

In all cases, regardless of the intended purpose, in which the online publication of data, information and documents involves the processing of personal data¹, the requirements of publicity and transparency with fundamental rights and freedoms, as well as dignity, of the data subject, must be appropriately balanced, with particular reference to confidentiality, personal identity and the right to protection of personal data of natural persons.

If RAI should learn of the existence of a regulatory obligation that requires the publication of the document or deed on its institutional website, it shall select the personal data to be included in these deeds and documents, verifying, case by case, whether the conditions are met for the shielding of certain information.

In fact, in accordance with the principles of data protection, RAI is required to minimise the use of personal data and identification data and to avoid the related processing when the purposes pursued in individual cases can be achieved through the use of anonymous data or other methods that allow the data subject to be identified

only where necessary (known as the “principle of necessity”).

Therefore, the dissemination of personal data is only allowed when their inclusion in deeds and documents to be published is really necessary and proportionate to the purpose of transparency pursued in the specific case (so-called “principle of relevance without excess”). Consequently, personal data that are outside this purpose should not be included in the deeds and documents that are published online. If this is not the case, however, it is necessary to provide for the shielding of information that appears to be excessive or irrelevant.

In particular, the publication of any information from which it is possible to infer, even indirectly, data capable of revealing the health status of the data subjects or the existence of diseases, including any reference to the conditions of invalidity, disability or physical and/or psychological handicaps or data capable of revealing the sexual life and/or orientation of the same.

¹“personal data” means any information concerning an identified or identifiable natural person (“data subject”); an identifiable natural person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person.

CHAPTER 3

CONTENTS OF THE INSTITUTIONAL WEBSITE SECTION “CORPORATE - TRANSPARENCY”

RAI has included on the homepage of its corporate website, www.rai.it, a special section called “Corporate - Transparency”, divided into specific subsections of first and second level, in accordance with the provisions of the legislative provisions of the RAI Reform, as described in this document.

Below is the list of contents of the “Corporate - Transparency” section, which represents the application of RAI Spa’s publication commitments in implementation of the RAI Reform Law according to the principles and criteria previously set out. The following list illustrates how to comply with the obligations imposed by Law 220/2015 as regards publication. The section is supplemented by further content where required by new legal provisions or defined on the basis of specific business needs.

The Departments responsible for transmitting information are those identified in chapter 2 according to the criteria and timing defined in chapter 1.

The Digital area is set up to publish data in the section.

Y RAI’s Governance - General provisions and company regulatory framework (Level I)

Articles of Association (Level II)

Service Contract (Level II) Code of

Ethics (Level II)

Organisational, Management and Control Model with Supervisory Board records (Level II)

Y Administration and control bodies (Level I)

CVs, remuneration and declarations of the members of the Board of Directors (Level II)

CVs, remuneration and declarations of the members of the Board of Statutory Auditors (Level II)

Y Activities of the Board of Directors (Level I)

Report on total activities carried out by the BoD (Level II)

Press releases concerning BoD meetings (Level II)

Link to the institutional website of the Parliamentary Commission for the general direction and supervision of radio and television services where the parliamentary reports of the hearings carried out by the members of the BoD are available (Level II)

Y Financial (Level I)

Financial Statements (Level II)

Separate Accounts (Level II)

Announcements (Level II)

Y Social reporting and non-financial statement (Level I)

Social reporting/Non-financial statement (Level II)

Y Aggregated data on investments in the audiovisual sector (Level I)

Data relating to national audiovisual products (Level II)

Data relating to international co-production projects (Level II)

Y Data resulting from the verification of the level of satisfaction of the programming (Level I)

Publication of Qualitel data with specific indication of the methodology used (Level II)

Y Organisation and Human Resources (Level I)

Organisation chart

Criteria for the recruitment of personnel (Level II)

CVs, remuneration and declarations by managers and in any case employees with an annual salary equal to or higher than €200,000 (Level II)

“Work with us”: link to the site with job notices (Level II)

Y Non-artistic collaboration assignments (including consultancy contracts) (Level I)

Criteria for the assignment of tasks to external collaborators (Level II)

Number, type of non-artistic collaborative contracts (including consultancy contracts) and related expenses (Level II)

Names, CVs, declarations, reason for the assignment and compensation, of an amount equal to or greater than €80,000, of collaborators and consultants not belonging to the artistic sector (Level II)

Y Criteria and procedures for the assignment of contracts in the radio and television sector (Level I)

Summary of the criteria and procedures for the awarding of contracts pursuant to Article 49-ter of the TUSMAR (Level II) Summary of the criteria and procedures for the awarding of contracts pursuant to Article 49-ter of the TUSMAR to wholly owned companies (Level II)

Y Tender Processes RAI S.p.A. (Level I)

Link to the RAI supplier site (Level II)

Y Anti-Corruption (Level I)

Resolution on appointment of the RPC and service orders with appointment of representatives (Level II) PTPC and ANAC standard card (Level II)

Internal Company Risk Management and Control System (Level II)

Y Whistleblowing (Level I)

Procedure to manage and process whistleblowing (also anonymous whistleblowing) (Level II)

Y Corporate Transparency and Communication Plan (Level I)

Corporate Transparency and Communication Plan (Level II)