

# **RAI SPA THREE-YEAR CORRUPTION PREVENTION PLAN 2022-2024**



Approved by the Board of Directors of RAI SpA on 9/02/2022

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## Introduction

On 26 April 2017, the Board of Directors of RAI SpA (here in after BoD of RAI SpA) resolved to award the position of “Responsabile per la Prevenzione della Corruzione” (Anti-Corruption Manager) to Ms. Delia Gandini, Internal Audit Manager, tasking her to fulfil the requirements of Italian Law No. 190 of 2012 (known as the Anti-Corruption Law) and of the National Anti-Corruption Plan. To guarantee greater autonomy, independence, the subdivision of tasks, and effectiveness of activities, the Board also placed the position of the Anti-Corruption Manager, along with its operational support structure, to report to the Board of Directors. On 9 February 2022, the BoD of RAI SpA resolved to adopt this PTPC “Piano Triennale di Prevenzione della Corruzione 2022-2024” (Three-Year Anti-Corruption Plan) of RAI SpA, which represents an update of the previous PTPC and contains - even from a management and coordination perspective - the reference principles and the implementing criteria for Subsidiary Companies.

This document represents RAI's continuation of the process to carry out Anti-Corruption Law No. 190/2012, intending to implement an increasingly-evolved internal control and prevention system integrated with other elements already adopted by the Company (such as in particular, the Code of Ethics and the Organisation, Management and Control Model under Italian Legislative Decree No. 231/2001 and the Corporate Transparency and Communication Plan under Italian Law No. 220/2015).

The PTPC is usually monitored and updated once a year, considering the progressive state of implementation of the envisaged projects, the objectives and the priorities set by the Top Management, the recommendations provided by the National Anti-Corruption Authority (ANAC) and the Ministry of Economy and Finance (MEF) or other authorities, the evolution of law, the business organisational and procedural changes to the Company's structure, highlight the resulting actions to be taken, including any improvement and implementation measures retained necessary by the Anti-Corruption Manager.

The PTPC update has encountered a particularly complex regulatory context, especially for RAI, also characterised by the continual evolution and stratification of regulations that significantly impact corporate governance control, including: Italian Law No. 220/2015, “Reform of the RAI and of the Public Radio and Television Service” and the “Consolidated Law of Audiovisual Media Services” defined under Legislative Decree No. 208 of 8 November 2021 and subsequent amendments and integrations, Italian Legislative Decree No. 50/2016 (new Public Procurement Code), Italian Law No. 124/2015 (known as the Media Law) and its implementing decrees, including, in particular, Italian Legislative Decree No.

97/2016 (Decree to revise and simplify provisions relating to anti-corruption, advertising and transparency) and Italian Legislative Decree No. 175/2016 (General law on publicly-participated Companies), Italian Law No. 179/2017 (Provisions for protecting whistleblowers of offences or irregularities), and the subsequent EU Directive No. 2019/1937 of the European Parliament and of the Council of 23 October 2019, the Piano Nazionale Anticorruzione (National Anti-Corruption Plan) and subsequent amendments of the National Anti-Corruption Authority and related Guidelines.

These laws affect the content of the PTPC and the application of relative measures. These include, in particular, the RAI Reform Law and the implementing decrees of the Madia Law, concerning transparency liability and obligations. The same RAI Reform Law, concerning the Personnel Acquisition and Progression Area and, combined with the provisions of the new Public Procurement Code, as for the area of Assignment of works, services and supplies and, among others, Italian Law No. 179/2017 and the aforementioned EU Directive regarding provisions for protecting whistleblowers of offences or irregularities of which they become aware in their employment with the Company and Law No. 3/2019 regarding measures to combat offences against the public administration, and regarding the time-barring of offences.

Also, given the above, the PTPC implementation process is still evolving and will take into account the Risk Assessment outcomes, covering operational and compliance risk (Italian Legislative Decree No. 231/01 and Law No. 190/2012) to align with the new definition of RAI's process-based logic organisational model.

The first Anti-Corruption Control Risk Self Assessment (CRSA) identified the corporate processes mostly exposed to the risk of corruption and their relative sensitive activities, thus enabling the development of a prevention system in line with the actual scenario and the specific nature of the Company. This had a positive impact on both the effectiveness of the risk management measures and the continuous improvement of the Plan itself.

Starting from the 2017-2019 Plan, the PTPC integrated the recommendations set out in Resolution No. 961 of 14/09/2016 issued by the National Anti-Corruption Authority. In subsequent versions, it focussed on adapting the regulatory framework of reference to the Company's management autonomy.

An integral part of the Plan is planning the actions that will seek to integrate, specify, implement, and contextualise the Plan.

## Definitions

The following definitions apply to this document. For the plural form, the relative term in the singular applies, and vice versa.

**ANAC:** "Autorità Nazionale Anticorruzione" (National Anti-Corruption Authority) established under 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. It is an independent administrative authority involved in preventing corruption across all administrative sectors. ANAC acts across several fronts, including monitoring the implementation of anticorruption regulations, compliance with transparency obligations, awarding of public contracts, conflicts of interest, awarding and execution of public contracts.

**Risk Area:** an area/process identified in the Risk Assessment which is linked to one or more sensitive areas in relation to which there is the possibility of the commission of offences.

**Sensitive Activities:** activities of the Company for which one or more of the unlawful acts considered by the National Anti-Corruption Plan may arise (see chapter 7 of this Plan).

**Authority:** national and foreign Public Administrations, including the "Autorità Nazionale Anticorruzione", also "ANAC" (National Anti-Corruption Authority), "Autorità per le Garanzie nelle Comunicazioni", also "AGCOM" (National Authority for Guarantees in Communications) and the "Autorità Garante della Concorrenza e del Mercato", also "AGCM" (National Antitrust Authority).

**Judicial Authority:** comprises all judicial bodies within their specific operating spheres.

**Improvement and Implementation Measures:** adaptation, prevention, and risk minimisation activities, as well as those of integration, specification, and implementation that become necessary and that must be adopted by the relevant Departments and the Units, with a view to increasing the effectiveness of the prevention of macro operating and process-related critical issues/irregularities encountered following the analysis of what is known as Information Flows.

**CCNL:** "Contratto Collettivo Nazionale di Lavoro" (National Collective Labour Contract) for middle managers, white and blue collar workers.

**CCNL Executives:** National Collective Labour Contract for the Executives of companies producing goods or providing services.

**CNLG:** "Contratto Nazionale di Lavoro Giornalistico" (National Labour Contract for Journalists).

**Code of Ethics:** document regulating the rights, duties, and responsibilities expressly taken by the Company towards its Stakeholders while performing its activities. Without exception and distinction, all RAI employees commit to adhering to these and other principles of the Company's Code of Ethics and guaranteeing they are adhered to by third parties within the scope of its functions and responsibilities.

**Collaborators:** all the natural persons who work with RAI by virtue of an autonomous, coordinated and continuous collaboration agreement or other forms of collaboration of a similar nature, which are not employment contracts.

**Corruption:** definition contained in the National Anti-Corruption Plan (PNA): not only is it broader than the specific offence of corruption and than the set of offences against the public administration, but it also coincides with "maladministration" or "mala gestio," meaning the taking of decisions (structural, of interest on the conclusion of proceedings, establishing internal stages of individual proceedings, managing public resources) that fail to safeguard public interest because improperly influenced by specific interests. Therefore, corruption concerns actions and conduct that, although not considered specific offences, counter the necessary care of public interest and prejudice citizens' trust in the impartiality of the Company and of parties that perform activities in the public interest.

**Proxy:** act through which one party (delegator) is replaced by another party (delegatee) to exercise activities within their scope of responsibility.

**Recipients:** the Board of Directors, the Board of Statutory Auditors, the Supervisory Board (SB) and their members, the General Management and Employees, bound to comply with the provisions contained in the PTPC and, as regards the relevant sections, also Collaborators, Suppliers, RAI Group Companies and any other party that may entertain relations with the Company.

**Employees**, namely all those who have entered into an employment contract with the Company.

**EU Directive 2019/1937 of the European Parliament and Council, dated 23 October 2019:** European Directive regarding the protection of the person that reports violations of EU Law.

**Italian Legislative Decree 97/2016:** Italian Legislative Decree No. 97 of 25 May 2016 "Revision and simplification of provisions relating to corruption, advertising, and transparency."

**Italian Legislative Decree 175/2016:** Italian Legislative Decree No. 175 of 19 August 2016 "Consolidated law relating to Companies with State participation."

**Italian Legislative Decree 50/2016:** Public Procurement Code.

**Event:** the occurrence of or change in one or more circumstances that obstruct or oppose the objective pursued by the entity (e.g., financial, environmental purposes, etc.).

**Information Flow:** the systematic acquisition - operated by the Unit supporting the Person in charge for Corruption Prevention - of documents, data, and information agreed and shared with the relevant Departments, intending to cyclically and analytically monitor the activities of the Departments that operate in the so-called "risk areas" identified in the National Anti-Corruption Plan and the PTPC.

**Suppliers:** natural persons and legal entities that perform works provide goods and services to the Company and their collaborators.

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

**RAI Reform Law:** Italian Law No. 220 of 28 December 2015 "*Reform of the RAI and the public radio and television service.*"

**Whistleblowing Law:** Law No. 179 of 30 November 2017 "*Provisions for protecting whistleblowers of offences or irregularities of which they become aware in their public or private employment.*"

**MEF:** Ministry of Economy and Finance.

**Corporate Bodies:** the Board of Directors (also “BoD”), the Chairman, the Chief Executive Officer and Board of Statutory Auditors of RAI SpA.

**Supervisory Board or SB.** The body envisaged by Article 6 of Italian Legislative Decree No. 231 of 2001. It oversees the functioning and observance of the Company’s Organisational Model and its updating.

**“Piano Nazionale Anticorruzione,” PNA (National Anti-Corruption Plan):** plan prepared and approved by the ANAC, whose main task is to ensure the coordinated implementation of anti-corruption strategies in the public administration, drawn up at national and international level.

**“Piano Triennale di Prevenzione della Corruzione,” PTPC (Three-Year Anti-Corruption Plan) or Plan:** this document, which - based on the principles and criteria established by the PNA – describes the analysis and assessment of specific corruptions risks for the company and, consequently, indicates the facilities and organisational measures aimed at preventing them, via specific cross-board principles, protocols and monitoring of irregularity indicators.

**Corporate Transparency and Communication Plan (PTCA):** the plan envisaged for RAI by the RAI Reform law No. 220 of 28 December 2015 and by the “Consolidated Law of Audiovisual Media Services” as defined under Legislative Decree No. 208 of 8 November 2021 and subsequent amendments and integrations.

**RAI SpA/Company/Enterprise:** RAI SpA - Radiotelevisione italiana SpA.

**Representatives:** those in charge of top management structures (direct reports of the Chairman, the Chief Executive Officer, the Chief Officers and, in any event, all Department Heads), those in charge of Regional Offices and the Heads of the Regional Editorial Offices of Regional Newspapers, the Heads of Foreign Correspondence Offices and the Heads of the TV Production Centres in Rome, Milan, Naples and Turin, in consideration of the significant operating and decision-making powers they hold above all within their relevant processes.

**“Responsabile per la Prevenzione della Corruzione,” RPC (Corruption Prevention Officer):** the person that the Company has identified, bearing in mind the role played by the same following the criteria outlined in Article 1, subsection 7, of the Anti-Corruption Law, as regards the sections applicable to the Company.

**Risk:** effect of uncertainty as to whether objectives may be correctly pursued due to the occurrence of a certain event. There are various categories of risks: market, reputational, strategic, organisational, operating, financial and of committing an offence.

**SCIGR:** Sistema di Controllo Interno e Gestione dei Rischi (Internal Control and Risk Management System) of the company, namely the set of corporate instruments, organisational units, standards, and rules that enable the business of RAI SpA to be operated in a healthy, correct way, in line with the company objectives established by the BoD, by means of an adequate process to identify, measure, manage and monitor the main risks, as well as through the structuring of sufficient controls and information flows, which seek to guarantee the circulation of information.

**TUSMAV:** “Testo Unico dei servizi di media audiovisivi” (Consolidated Law of Audiovisual Media Services) set forth in Italian Legislative Decree No. 208 of 8 November 2021 and subsequent amendments and integrations.

## Chapter 1- The reference scenario

Analysing the scenario in which the company operates is the starting point of the complex process to prevent and manage company risks. At this stage, the subject of the analysis is identified from both a subjective and objective perspective.

### 1.1 RAI SpA

In accordance with TUSMAV, RAI-Radiotelevisione italiana SpA is the exclusive concession-holder of the Italian public radio, television and multimedia service, since the State holds the share capital of the company and the public nature of the service provided, is a legal entity subject to the specific provisions of the above-cited TUSMAV, also concerning its corporate bodies.

The share package of RAI SpA is currently under the control of the Ministry of Economy and Finance, which holds 99.56% of the same, while the remaining 0.44% is held by SIAE, Società Italiana degli Autori ed Editori (Italian Society of Authors and Editors), a state economic entity with an associative basis.

Moreover, since 28 May 2015, RAI SpA has legally operated as a public limited company, Issuer of financial instruments listed in regulated markets.

### 1.2 Rai SpA's Activities

The general radio-television Public Service's mission is based on the principles set out in the Italian Constitution and by the European Union.

In particular, this mission, within the framework of authorisations, is governed by the TUSMAV national legislation and regulations in compliance with the afore-mentioned principles via the Corporate By-laws, the Service Contract, the Code of Ethics, and the Organisation, Management and Control pursuant to Legislative Decree No. 231/2001 and the Three-Year Corruption Prevention Plan.

In brief, Rai SpA, as the only concessionary company of the public radio, television and multimedia service, and pursuant to the Reform Law of Public Service and in compliance with the Service Contract, also takes care of the following using the Group's companies:

- The creation of television, radio and multimedia offer broadcast via the various platforms, in all modes, using the necessary broadcasting capacity;

- the creation of editorial content;
- The provision of technological services for the production and transmission of the analogical and digital signal;
- The setup and management of the monitoring and control systems

In accordance with the TUSMAV, the general public radio-television service guarantees compliance with the general principles applying to the performance of audiovisual and radio services by considering the alignment of different communication forms such as electronic ones, publishing, including through electronic means, and internet across their full application scope and according to the technological and market progress.

On the basis of the Articles of Association, the Company's purpose is to provide public radio, television and multimedia services and the performance of related activities.

With regard to the public information dimension of the activities performed by RAI SpA, exercised in the relative quality of a public trade company, note that, according to the Service Agreement entered into with the Ministry for Economic Development, the public service mission can be summarised in the following tasks:

- a) guaranteeing the audience as a whole a range of programmes and the provision of balanced and varied programmes, of all types, with a view to meeting, within the national and European context, the democratic, cultural and social needs of society, to ensure the quality of the information, pluralism, including the cultural and linguistic diversity found on the broader framework of Italian national identity and in any event reiterating the indisputable value of national unity;
- b) enhancing the experience of civil society to apply the principle of horizontal subsidiarity;
- c) providing audiovisual services on new distribution platforms, addressed to the general public;
- d) adopting suitable management criteria for ensuring transparency and efficiency with particular concern for the use of public resources;
- e) drawing up a financial year statement, indicating the revenue from licence fees and the costs incurred during the previous calendar year to provide the public radio, television and multimedia service in separate accounts from the revenue from activities carried out as a competitor. The separate Rai accounts area are carried out - according to the TUSMAV regulations - by an auditing company, appointed by Rai and chosen by AGCOM among the auditing companies enrolled in the special registry kept by Consob.

### 1.3 The employees and the top management figures of RAI SpA perform activities that in certain cases qualify them as public officers

The notions of a public officer and of civil servants are provided for, respectively, by Articles 357 and 358 of the Italian criminal code<sup>1</sup>.

Those that perform a public administrative function are public officers. Any activity needed for the functioning of society and supported by rules of public law (defence, public order, etc.) is a public function. A distinctive feature common to the administrative function is its expression through activities of an authoritative nature.

The reconstruction, for criminal law purposes, of the notions of function and service, took place in two stages: 1) the (external) demarcation of the two concepts with respect to activities that have no criminal-law significance; 2) the (internal) distinction between function and service.

The usual forms in which the administrative function is expressed are more specifically:

- a) formation of the intention of the public administration, an activity that first and foremost regards deeds of administrative proceedings;
- b) manifestation of the will of the public administration (namely of the functional activities of the administrative entities);
- c) execution of authoritative powers, namely the performance of acts of an imperative and executive nature, able to be imposed on the addressees even against their will;
- d) execution of certification powers, namely the production of documents for legal circulation, aimed at giving certainty to legally relevant facts.

When conducting their activities on behalf of the Company, the employees and the top management figures of RAI may be requested to perform said functions.

The Joint Sections of the Supreme Court have qualified RAI SpA as "a public law entity," establishing that the procedures to acquire and select contractors by the said party must take place in accordance with Italian Legislative Decree 50/2016 (known as the "Public Procurement Code").

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<sup>1</sup> Under criminal law, public officers are: (i) "those that exercise a public legislative, judicial or administrative function". "The administrative function regulated by public law provisions and by authoritative acts and characterised by the formation and by the demonstration of the will of the public administration or by its performance through authoritative or certification powers" is public (Article 357 of the Italian Criminal Code); (ii) civil servants are "those who, under any title, provide a public service. The term public service means an activity regulated in the same manner as a public function, but characterised by the lack of powers of the latter, and excluding the performance of simple duties of order and the provision of merely material work" (Article 358 of the Italian Criminal Code).

In accordance with the joint provisions of the Code of public contracts, of Italian Law No. 241 of 1990 (law on the administrative procedure), RAI SpA (as a public law entity) must follow a general tender administrative procedure for the procurement of goods, works, and services<sup>2</sup>.

As such, RAI SpA performs activities of the following nature: 1) formation of the intention of a public party (for example, in the decision to negotiate and in the establishment of the subject of the contract to be assigned); 2) manifestation of the intention of a public party (for example, in the publication of the tender or in sending the invitation letters); 3) exercise of authoritative powers (for example in awarding a contract).

With regard to the activities performed by RAI SpA, the employees and the top management figures of RAI SpA could therefore act as public officers during, for example, the management of activities for the acquisition of goods, services, and supplies;

#### **1.4 The employees and the top management figures of RAI SpA perform activities that qualify them as civil servants**

The civil service encompasses those activities provided by the Public Administration (subjective public service) or, if provided by parties other than Public Administrations, relevant to the same (objective public service), which - although of essential usefulness to the community and even with a partial public-law regulation - are performed in a non-authoritative manner. The following aspects are crucial to understanding the criminal-law notion of public service:

- a) public-law regulation;
- b) the performance of activities in a manner that does not entail the use of authoritative or certification powers;
- c) the performance of activities other than functions relating to law and order or the performance of merely material work.

The employees of RAI SpA perform activities that could be included in the concept of public service (in criminal-law terms).

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<sup>2</sup> In accordance with the RAI Reform Law (Article 49-ter). - (Contracts entered into by RAI-Radiotelevisione italiana Spa and by investee companies). - 1. The contracts entered into by RAI-Radiotelevisione italiana Spa and by companies wholly owned by the same, which regard the purchase, the development, the production or the co-production and the commercialisation of radio and television programmes and of audiovisual works and the relative acquisition of transmission time are excluded from the application of the provisions of the code of public contracts relating to the works, services and supplies. 2. The contracts entered into by RAI-Radiotelevisione italiana Spa and by companies wholly owned by the same, which regard works, services and supplies related to, connected to or functional to the contracts set forth in subsection 1, of an amount below the significant thresholds of the European Community, are not subject to the procedural obligations envisaged for this type of contract by the cited code. The assignment of the contracts set forth in this subsection shall take place in any event on the basis of the principles of cost-efficiency, effectiveness, impartiality, equal treatment, transparency and proportionality.

The employees and the top management figures of the Company could be qualified as civil servants when performing activities in accordance with the provisions of Article 45 of the TUSMAV and in implementing the National Service Agreement entered into with the Ministry for Economic Development.

## **1.5 The evolution of the corruption phenomenon: its context in RAI SpA**

Over the years, the phenomenon of corruption has undergone a criminological metamorphosis, which impacts the parties and the content of the illicit agreement.

At present, corruption is characterised by the involvement of other parties, compared to the only parties of the agreement that act as intermediaries or filters. More complex systems abound, parties appear that seek contacts that are able to subjugate public activities for private gain.

The act of corruption is no longer central; the relationship of mutual benefit between the political-administrative and the private business sector has become increasingly important. Corruption is no longer represented by payment in cash, but also includes but is not limited to gifts; courtesy expenses of third parties, such as meals and transport; contributions in kind; commercial activities, jobs or investment opportunities; discounts or personal credit; assistance or support for family members; other advantages or other benefits – either financial and non-financial, when the purpose is that of obtaining improper advantages.

This framework may also involve Companies that perform activities in the public interest (such as RAI), with regard to which: i) the public-law purpose of the activity performed by the Company is clear; ii) the scope of the activity in the public interest is not immediately perceivable (in objective terms); iii) the extent of the qualification as a civil servant is not clear (in subjective terms); iv) the discretionary boundary between the qualification as public officer attributable to parties ascribable to the P.A. and that of a civil servant is not clear.

More generally, in Companies that perform activities that entail providing public services, the concept of an administrative act superseded by a complex activity (even of a solely private-law nature) - which in some instances and with regard to how it is performed, may be directed towards pursuing an objective of public interest - is scarce and almost non-classifiable.

Nevertheless, entities such as these have been the subject of recent legislative and case-law developments, which tend to separate corruption concerning a single administrative act by allocating the phenomenon within the so-called activity flow (elsewhere defined as “public management”).

## Chapter 2 - Organisational structure and governance tools of RAI SpA

### 2.1 The organisational structure of RAI SpA

For the purpose and implementation of the Three-Year Anti-Corruption Plan, the Company's organisational structure is fundamental.

At present, RAI SpA is structured into areas, which break down as follows:

- **Editorial and Headlines**, comprising the editorial and journalistic activities carried out under the scope of the TV Headlines, Genre Departments (Prime Time Entertainment, Day Time Entertainment, Culture and Education, Research Programmes, Fiction, Movies, and TV Series, Documentaries, Kids, Digital Contents, Sport) of RaiPlay, Digital and Offerta Estero Management Offices, Generalist and Specialised Channels, Radio and Radio News Headlines and Foreign Correspondents. Moreover, the parent company relies on its subsidiary, RAI Cinema, subject to a specific service contract to promote the acquisition, production, and distribution of the Group's cinema and audiovisual contents.
- **TV Production** is responsible for the production sector, supporting the Editors through a business partner approach to creating the product.
- **General Corporate Department**, which is responsible for the corporate and support functions, i.e., the following Departments:
  - Human Resources and Organisation; Legal and Corporate Affairs; Safety & Security; Procurement; Television and Artistic Resources; Sports broadcasting rights; Real Estate Infrastructures and Local Offices (including the Real Estate Assets and Services Department and the Coordination of Regional and Foreign Offices Department); Public Broadcasting Service Function; Teche.
  - Chief Technology Officer – Technological Infrastructure, responsible for the sector of technologies and business support services, structured into the following Departments: Research, Technological Innovation, and Testing; Technologies; Networks and Platforms. The management and development of the radio-television transmission and broadcasting networks is entrusted to the listed subsidiary RAI Way;
  - Chief Financial Officer – Finance and Planning, responsible for the administrative sector, planning, and economic/financial control. According to a logic of incorporating the main financial levers, the area's structure is organised into the

following Departments: Strategic Planning and Management Control; Administration and Finance; Licence Fees and Artistic Assets. The sector is integrated by the Tax Affairs and Regulatory Support line units, Methodologies and PMO. Lastly, the Chief Financial Officer is also in charge of preparing the company's accounting documents, based on the provisions laid out under Italian Law 262/2005 and subsequent amendments and integrations.

The following Departments directly report to the Chief Executive Officer: Staff of the Chief Executive Officer; International Relations and European Affairs; Communication; Institutional Relations; Research Office; Marketing; Rai for Social matters. As for the editorial area, the Distribution Department and the Editorial Department for Information Products.

Lastly, RAI Quirinale and RAI Vaticano, two production structures allocated to support the editorial coverage of the institutions by the same name and the Company Report, report directly to the Chief Executive Officer with structural ranking.

The Top management level of the overall structure also includes the Governance and Corporate Secretariat Department (which, in turn, includes the Corporate and BoD Secretarial Department, the Technical Secretarial Department of the Board of Statutory Auditors, and the Data Protection Officer), the Board of Statutory Auditors, the Supervisory Board under Legislative Decree No. 231/2001 and the Corruption Prevention Manager.

The Internal Audit Directorate and the Chairman Staff also directly report to the central Administration. The latter, in turn, coordinates the activities of the Department of International Relations and European Affairs, Rai for Social Matters, and the Social Balance Sheet structure. As for the Department for Institutional Relations activities, the Chairman, in agreement with the CEO, monitors institutional relations by focusing on digital transition and the Service Contract.

RAI's current organisational structure, described above, is, therefore, the result of targeted actions to pursue objectives of efficiency and effectiveness through the best allocation of activities, to support the business objectives, and following legislative restrictions. In that context, the connection issues with the Subsidiary Companies and governance are of significant importance.

With regard to the future, the structure illustrated above is constantly adapted in general and following specific initiatives from an organisational perspective, with a view to implementing a content-centric offer model and pursuing further synergies.

The Company's organisational structure is published on the RAI Institutional website, in the section entitled "RAI for Transparency," under "Organisation and Human Resources."

Lastly, activities relating to the **Advertising** and **Commercial** areas are carried out by the Subsidiaries "RAI Pubblicità" and "RAI Com," respectively involved in the collection of revenue from advertising and the collection of revenue from commercial initiatives, in accordance with the mandate assigned by the Parent Company.

## 2.2 The governance tools of RAI SpA

Given the governance change developed after the enforcement of Law No. 220 of 2015, the Company has developed and adopted a set of governance tools for the organisation, which guarantee the good functioning of the Company also in terms of this Plan. They can be briefly summarised as follows:

- **Articles of Association:** in compliance with the provisions of current law and the binding regulations set by the Italian Civil Code, these articles represent the system of rules regarding, among other things: the corporate purpose; capital; shares, and bonds of the Company; the organisation and functioning and powers of corporate bodies, as well as the winding up of the Company. In particular, the administration and control model adopted is defined in the Articles of Association, alongside fundamental guidelines for establishing corporate bodies, the division of powers, and relations between the same. More specifically, in complying with legal provisions, the Articles of Association establishes the criteria, methods, and procedures by which to identify the subjects who, at the highest level, are involved in various ways in the management and control of the Company. The Articles of Association and its variations, under the relevant legislation, are resolved upon by the Board of Directors and then approved by the Company's Extraordinary Shareholders' Meeting;
- **Service Contract:** this relates to the activity that the Concession-holder performs to carry out the public service and, in particular, the radio, television, and multimedia. The Service Contract establishes a set of objectives, operating guidelines, quality parameters, types of programmes whose development is entrusted to the autonomous editorial capacity of the license-holder, in compliance with principles and applicable legislation.<sup>3</sup>

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<sup>3</sup> The Service Contract currently in effect (following publication in the Gazzetta Ufficiale of 7 March 2018) refers to the 2018-2022 five-year plan, in line with provisions in the Agreement for award of the radio, television and multimedia concession service, approved with the Prime Minister's Decree of 28 April 2017 (published in the Gazzetta Ufficiale of 23 May 2017).

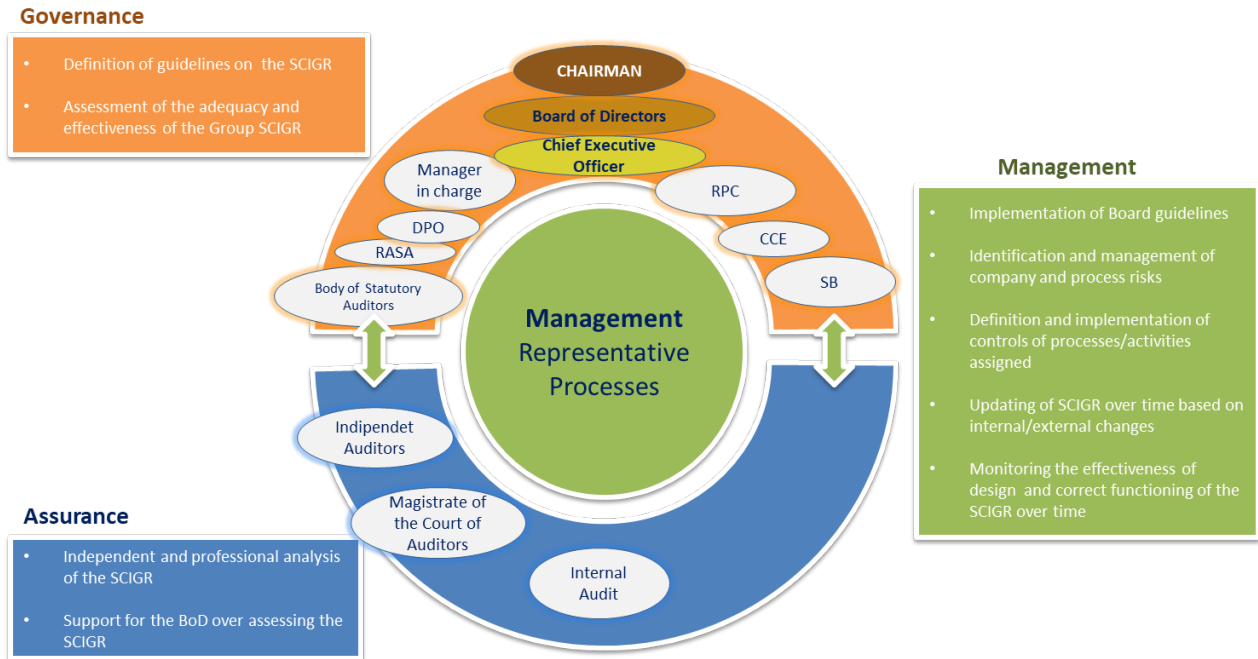
- **Organisational structure – Mission and Responsibilities**<sup>4</sup>: in addition to the macro-structure that represents the comprehensive map of reporting to Top management, this document also illustrates, for each Department, the mission (i.e., a general summary of the primary responsibilities) and the structure divided into first and second level units and, where present, staff areas. For each unit, the primary responsibilities are also formalised, adopting a logic of cross-referencing with business processes. For Newspapers, the structure, usually broken down into thematic editorial offices, is a qualifying element for developing the Editorial Plan, of which it is an integral part. The representation of the structure, together with the Service Orders and the Organisational Provisions that update its development, is available for employee consultation on the Company's Intranet portal, RaiPlace;
- **Structure of powers and delegations**: by assigning specific proxies and/or mandates, RAI establishes the powers for representing the company (namely to act in the name and on behalf of the same) or to commit the Company externally. The architecture of the delegation system is regulated by specific Organisational Provisions, which establish the assignment criteria and the rules for managing first-level proxies and sub-proxies for expenditure, as well as proxies and consequent powers attorney relating to the figure of the buyer pursuant to Leg. Decree 81/2008; the above-cited system architecture is completed by other proxies, such as financial ones, for which specific regulations are envisaged. A set of delegations is also in place, covering documents whose signature does not require a particular proxy.
- **Internal Control and Risk Management System (SCIGR)**: the set of corporate instruments, organisational units, standards, and rules that enable its business to be operated in a healthy, correct way, in line with the company objectives established by the BoD, through an adequate process to identify, measure, manage and monitor the main risks, as well as through the structuring of adequate information flows, which seek to guarantee the exchange of information. The bodies operating for this purpose include but are not limited to the Corruption Prevention Manager (RPC), the "Responsabile dell'Anagrafe per la Stazione Appaltante" - RASA (Manager of the registry of procuring entity) and the Data Protection Officer, that, along with the BoD and the Top Management, contribute to the anti-corruption process.

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<sup>4</sup> It is a dynamic document that therefore incorporates Top management resolutions, opinions and decisions as they are announced, implemented with Service Orders and Organisational Provisions, amending the original document issued for the first time on 15 November 2004.

## Chapter 3 - The internal control and risk management system of RAI SpA

RAI's SCIGR is integrated into the more general organisational and corporate governance structures and is organised around three parts, illustrated in the diagram below:



An effective SCIGR facilitates the making of informed decisions and helps ensure the safeguarding of the company assets, the efficiency and effectiveness of company processes, the reliability of financial disclosures, the compliance with laws and regulations, the Articles of Association, and internal regulatory tools.

Even if fully adequate and functioning, the SCIGR can only provide “reasonable certainty” to achieve the company objectives. This is due to the fact that the SCIGR's aim is to mitigate risk by managing the same, not to eliminate the inherent risk of each management and control.

The internal control activities of RAI's SCIGR are structured on three levels: i) **Level I** (Management); ii) **Level II** (RPC and Management with monitoring functions - e.g., Planning and Control, etc.); iii) **Level III** (Internal Audit, Independent Auditors, etc.).

### 3.1 The Players of RAI SpA's SCIGR

RAI's SCIGR involves a number of different players, which are attributed specific roles and responsibilities:

- Board of Directors;
- Chairman of the BoD;
- Chief Executive Officer and Transparency Officer;
- Corporate General Manager and Management
- Board of Statutory Auditors, Independent Auditors, Independent Auditors in charge of auditing the separate accounts and Magistrate of the Court of Auditors;
- Supervisory Board under Legislative Decree 231/2001;
- Chief Financial Officer (CFO) and Executive responsible for financial reporting;
- Manager of the Registry of Procuring Entity (RASA);
- Data Protection Officer;
- Internal Audit;
- Standing Committee for the Code of Ethics;
- Corruption Prevention Manager (RPC).

#### Board of Directors

The Board of Directors is the corporate body with decision-making powers and plays a central role in defining the foundations of the organisational, administrative, and accounting structure and the SCIGR guidelines, allowing the correct identification, measurement, management, and monitoring of the main risks relating to the Company.

#### Chairman of the BoD

The Chairman operates in accordance with the duties assigned to the same by the law, the Articles of Association, the corporate governance system, and the delegations awarded and is entrusted, among other things, with presiding over and coordinating the work of the Board of Directors. Regarding the provisions of the Rai Reform Law (Law 220/2015), TUSMAV, and the Articles of Association, the Chairman is delegated to oversee internal control activities, with the Internal Audit Department directly reporting to the Chairman in functional cooperation with the Chief Executive Officer.

#### Chief Executive Officer

The Chief Executive Officer has the task, in particular, of overseeing the functioning of the Corporate Internal Control System by implementing the guidelines established by the Board of Directors.

The Chief Executive Officer has the task of planning, developing, and managing the SCIGR, constantly checking that it is generally adequate, effective, and efficient.

With more specific reference to corporate transparency, the CEO submits the Corporate Transparency and Communication Plan for approval and, by means of the implementing process illustrated in said document, organises the publication and the updating of the data and information envisaged at least once a year. The Team of Staff reporting to the Chief Executive Officer coordinates, on behalf of said, the monitoring activities for the implementation and updating of said Plan. This does not affect the Representatives' responsibilities. They ensure the systems implementation and monitoring and controls to safeguard the transparency, as deliberated by the BoD.

#### Corporate General Manager and Management

Under the scope of the duties assigned and the achievement of the related objectives, the Corporate General Manager and Management guarantee the correct design and effective operation over the SCIGR. To this end, as a function of the risks managed, they set in place specific control activities and monitoring processes able to ensure the effectiveness and efficiency of the SCIGR and prevent and identify any irregularities and/or fraudulent acts.

#### Board of Statutory Auditors, Independent Auditors, Independent Auditors in charge of auditing the separate accounts and Magistrate of the Court of Auditors

The Board of Statutory Auditors monitors compliance with the law, the Articles of Association, and respect for correct administration principles. In particular, it monitors the effectiveness of the SCIGR and the adequacy of the organisational, administrative, and accounting structure adopted by the Company and its correct functioning.

The statutory auditing of the accounts is conducted in accordance with current legislation, and this activity is entrusted to an Independent Auditing firm enrolled on a specific register<sup>5</sup>.

Furthermore, RAI, in compliance with primary law, the Agreement and the Service Contracts in force, is obliged to prepare separate accounts of the revenues resulting from the payment of the licence fee and of the charges sustained in the previous calendar year for the provision of the public service, based on the schedule approved by AGCOM. The separate accounts are subject to controls by an auditing company, appointed by RAI and chosen by AGCOM from among those enrolled in the specific register at CONSOB. The

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<sup>5</sup> Taking into account the public-interest entity nature of Rai, the Shareholders' Meeting is in charge of checking its accounts, upon a reasoned proposal from the Board of Statutory Auditors, for a duration of nine years.

auditing company appointed for said purpose is different from the one appointed for the statutory audit of the financial year statement.

Lastly, a magistrate of the Court of Auditors attends meetings of the Board of Directors and the Board of Statutory Auditors of RAI SpA, as part of and with regard to the control that said Court exercises over RAI under Italian Law No. 259 of 21 March 1958<sup>6</sup>.

#### Supervisory Board under Legislative Decree 231/2001

RAI SpA complies with the provisions of Italian Legislative Decree No. 231/2001 (from now on, the Decree) regarding the administrative liability of entities by adopting the envisaged Organisation, Management and Control Model (from now on, the Model).

The Model, adapted in 2005, was later expanded due to the progressive extension of the law to new categories of offences and organisational changes that occurred within the Company.

The last update was decided during the Board of Directors' meeting on 29 July 2020.

In accordance with the aforesaid Decree and RAI SpA's Articles of Association, the Supervisory Board has been assigned the duty of controlling the functioning and observance of the Model and updating the same. RAI has set up its own Supervisory Body in this framework, comprising several members.

The Supervisory Board reports to the BoD, the Chairman of the BoD, the Chief Executive Officer and the Board of Statutory Auditors of RAI SpA on the activities within its scope of responsibility.

#### Chief Financial Officer (CFO)/Financial Reporting Officer

The CFO is in charge of management planning and control as well as administrative and financial activities.

Executive manager in charge of drawing up the corporate accounting documents and is responsible for: i) confirming that the Company's filings and communications that are disclosed to the market, including interim accounting, are consistent with the data in the corresponding supporting documents, accounting records and other accounting documents; ii) adequate administrative and accounting procedures for drafting the separate and consolidated financial statements as well as any other financial communication; iii) issuing the certifications, required by current legislation and the Articles

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<sup>6</sup> RAI is included on the list of entities subject to the control of the Court of Auditors in compliance with Italian Law No. 259 of 21 March 1958, regarding the "Participation of the Court of Auditors in the control of the financial management of entities to which the State contributes in ordinary terms".

of Association, jointly with the Chief Executive Officer, with a specific report attached to the separate and consolidated Group financial statements as well as the corresponding interim reports;

Responsabile dell'Anagrafe per la Stazione Appaltante – RASA (Manager of the registry of procuring entity)

RAI, as the procuring entity, is legally required<sup>7</sup> to appoint, via a specific measure, the Responsabile dell'Anagrafe per la Stazione Appaltante – RASA (Manager of the registry of procuring entity). The RASA is in charge of entering and updating the Consolidated registry of procuring entities and verifying and/or filling in the information and identification data of the same entities at least once a year.

Moreover, the PNA intended the identification of the RASA as an anti-corruption organisational measure of transparency.

In compliance with these provisions, RAI SpA, through a Document approved by the Chief Executive Officer, appointed the Purchasing Manager as RASA, publishing the appointment on the company website "RAI for Transparency".

Data Protection Officer (DPO)

It is the officer providing information and advice to the Top Management and the Privacy Manager concerning the obligations resulting from the enforcement of the EU 2016/679 Regulation and other national or community provisions on the protection of personal information. This officer represents the Company with the Italian data protection authority (*Garante per la protezione dei dati personali*) and other Supervisory Authorities, including for the purposes of prior consultation and data breach management.

Internal Audit

The Internal Audit Department of Rai SpA is not in charge of any operational activity.

In line with the "Standards for the Professional Practice of Internal Audit," issued by the "Institute of Internal Auditors," the Internal Audit Department is tasked with providing an

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<sup>7</sup> Based on the combined provisions of Article 33-ter, subsection 2 of Italian Law Decree No. 179/2012, added by the conversion law No. 221/2012 which assigns the Authorities (ANAC) to establish, by way of their resolutions, the methods of operation and functioning of the Consolidated Master Records of the Commissioning Bodies, and of the Communication of the President of 16 May 2013, published in the Official Journal of 28 May 2013, which establish that, starting from 1 September 2013 and, in any event, by 31 December 2013, the commissioning bodies must communicate, in executing the administrative procedure underlying the application of Article 33-ter of Italian Law Decree No. 179/2012, the name of the manager pursuant to Italian Law 241/90, who shall conduct the initial verification or entering and the subsequent updating of the information. The Communication of the President of 16 May 2013 also established that a subsequent notification would announce the mandatory communications of the managers identified, necessary so that the awarding administrations and the awarded contractors shall remain registered in the Consolidated Master Records of the Commissioning Bodies, as well as the related data transmission methods.

independent and objective service that seeks to encourage measures to improve the efficiency and the effectiveness of the Internal Control System and business organisation.

The Internal Audit Department provides said services to RAI SpA; as for Subsidiary Companies, these activities are performed as part of the analysis of the functioning of the Group<sup>8</sup>.

The main tasks of the Internal Audit Department involve:

- assessing, to the extent of the tools of assessment available to the same, the functioning and the adequacy of the SCIGR, both on an ongoing basis and with regard to specific requirements, and to provide assessments and recommendations in order to encourage its efficiency and effectiveness;
- providing specialist report to management as regards the SCIGR, with a view to encouraging the effectiveness, efficiency and integration of controls in business processes and to encourage the continuous improvement of governance and risk management.

Lastly, the Internal Audit Department reports to the Chairman, the Chief Executive Officer, the Board of Statutory Auditors, and the Supervisory Board of RAI SpA.

#### Standing Committee for the Code of Ethics

The Standing Committee for the Code of Ethics is the reference body for the implementation and the control of the requirements of the Code of Ethics of the RAI Group and reports to the Chief Executive Officer of RAI SpA. It is comprised of the Heads of the following Departments:

- Internal Audit (with a role of coordination);
- Legal and Corporate Affairs;
- Human Resources and Organisation;
- Television Schedule Editorial Coordination.

The Committee oversees actual compliance with the Code by the Addressees and its effectiveness in preventing conduct that is contrary to the principles stated in the Code, proposing any amendments to update and/or revise the same; it assesses disclosures

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<sup>8</sup> If the interventions of the Parent Company's Internal Audit Department regard processes and/or sub-processes of Subsidiary Companies, said interventions may be considered as supplementary by the subsidiary but do not replace those that are the responsibility of top management or the supervisory activities that the Board of Statutory Auditors or the Supervisory Board of the Subsidiary company in question is obliged to carry out in accordance with the law and/or the 231 model of the subsidiary.

received regarding alleged infringements and reports to the Chief Executive Officer; it informs the Supervisory Board and the Corruption Prevention Manager (RPC) of RAI SpA on the disclosures received and on the activities performed.

#### The Corruption Prevention Manager (RPC)

The RPC, whose name is published on the institutional website of RAI in the Section entitled "RAI for Transparency," is appointed by a resolution of the BoD and performs the duties indicated by the reference legislation, informing, in the cases envisaged by this document, the Chairman, the Chief Executive Officer, the Board of Statutory Auditors and the Supervisory Board of RAI SpA.

In accordance with that established by legislation regarding the performance of said activities, the RPC has adequate human<sup>9</sup>, financial and operating resources in terms of the dimensions of RAI SpA within the limits of the budget.

With regard to the control activities performed by the RPC, the same has full access to all documents of the organisation as well as any data and information that is functional to the control activities, which are, in any case, the responsibility of top management. All target parties of this PTPC must guarantee their utmost collaboration and cooperation.

If the RPC fails to perform his duties, he will undergo the disciplinary procedures applicable to personnel of his same level.

The revocation of the RPC must be expressly and adequately justified and must be communicated to the ANAC, which may request a review if it finds that the revocation is related to the activities performed by the RPC regarding the prevention of corruption.

#### Other parties

The activities performed by the above-mentioned players of the Internal Control System, as well as those carried out by the Controlling Administration (MEF) and ANAC, are flanked by the supervisory activities performed by a series of Authorities/Control Entities external to the organisation, including ii) National Authority for Guarantees in Communications<sup>10</sup>; ii)

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<sup>9</sup> See Organisational Provision AD/2020/0004748/P/C dated 26.02.2020: "Anti-Corruption Officer (RPC) and "Support for the Prevention of Corruption and Transparency Activities" structure.

<sup>10</sup> Also, pursuant to article 19, of law no 112 of 3 May 2004, and in compliance with what was established in the communication 2001/C320/04 from the European Community Commission, published in the EU Official Gazette C320 of 15 November 2001, the Communications Guarantor Authority is entrusted with the task of verifying that the general public radio-television service is actually provided in compliance with Law no 112 from 2004, with the national service agreement and with the users' satisfaction rates as set out in the same agreement. Specific provisions regarding supervisory and control tasks carried out by the Authority are also contained in the Agreement and in the current service agreement.

Parliamentary Commission for general guidelines and the supervision of radio and television services<sup>11</sup>; iii) Court of audit<sup>12</sup>; iv) Ministry for Economic Development; v) Independent Auditors.

### 3.2 The Regulatory Framework and provisions of RAI SpA's SCIGR

The main references of the regulatory framework and provisions as regards the SCIGR are:

#### Articles of Association

The Articles of Association represent the system of rules relating to the company's organisation, functioning, and winding up. It defines the company administration and control model and the criteria and procedures used to identify the subjects involved in various ways in business management and control at multiple levels.

#### Service Agreement

The activity of the Public Radio and Television Service concessionaire, with regard to sector regulations, is governed by the Law and by the Service Agreement, within the framework of the Agreement between the Ministry for Economic Development and Rai concerning the concession of public radio, television and multimedia services, approved with Prime Ministerial Decree of 28 April 2017, upon the proposal of the Minister for Economic Development in consultation with the Minister of Economy and Finance<sup>13</sup>.

#### Code of Ethics

RAI's Code of Ethics regulates the rights, duties, and responsibilities that the Company expressly undertakes vis-à-vis the stakeholders with whom it interacts when conducting its activities<sup>14</sup>.

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<sup>11</sup> The Commission should provide guidance to the Concession holder of the public radio and television service and supervise the implementation of said guidance.

<sup>12</sup> Pursuant to Prime Ministerial Decree of 10 March 2010 – subjecting RAI under the control of the Court of Auditors

<sup>13</sup> The subject of the concession is the radio, television and multimedia Public Service to be considered as a general interest service, consisting in production and broadcasting activity on all distribution platforms for direct audiovisual and multimedia contents, including through the use of new technologies, ensuring complete and impartial information, as well as to encourage education, civil growth, critical judgment capabilities, progress and social cohesion, promote the Italian language, culture, creativity and environmental education, safeguard the national identity and ensure socially useful services.

<sup>14</sup> More specifically, the Code of Ethics identifies fundamental values such as:

- diligence, correctness and good faith, respectively, when performing the duties assigned and when fulfilling contractual obligations at any level of the organisation;
- transparency and correctness in the management of its activities and when informing of, recording and verifying transactions. All actions, transactions, negotiations and, more generally, conduct when performing working activities, must be characterised by the utmost operating correctness, the completeness and transparency of information and lawfulness from a formal and substantive perspective;
- correctness in the event of conflicts of interest, which implies avoiding situations, when performing activities, in which the parties involved in any company transaction are in a position of conflict of interest;
- honesty, namely abstaining from acting illegally, unlawfully, in a manner that is not in line with common sense of

All of those that work at and with RAI, without distinction or exception, are committed to complying with and to encouraging compliance with these principles, as well as the other stated in the Company's Code of Ethics within their own scope of work and responsibility;

### Three-year Corruption Prevention Plan

The PTPC as defined in this document is an integral part of the SCIGR of RAI SpA;

### Organisation, management, and control model of RAI in accordance with Italian Legislative Decree 231/2001

The Organisation, management and control model of RAI SpA in accordance with Italian Legislative Decree 231/2001 contains a description of the procedures and responsibilities for the approval, implementation, and update of said Model and envisages control standards and measures concerning all of the categories of offence included in the scope of Italian Legislative Decree 231/01, identifying specific sensitive areas and activities and providing precise principles to guide the behavior and implementation of decision-making processes, in relation to the specific types of criminal offenses.

The control standards are drawn up based on international *best practices* and the principles and indications contained in the Guidelines of Confindustria.

The Board of Directors resolves on Model updates and amendments upon the proposal of the Chief Executive Officer.

With a view to preparing the proposal, the Chief Executive Officer is assisted by a specific "Team 231", which also handles identifying the requirements for the correct update of the Model, on the basis of the amendment and/or supplement of sensitive activities and control standards;

### Regulatory, organisation, and powers system of RAI SpA

By means of service orders, organisational communications, circulars and internal communications, procedures, and provisions, RAI defines the organisational structure and the functioning of its activities. Management powers are regulated by a system of proxies and delegations, which are awarded as a function of the responsibilities allocated;

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righteousness and common sense of honour and dignity;

- compliance with the law and therefore to comply with all current primary and secondary legislation in force, including provisions on the matters of licence fees due for the possession of radio and television appliances and laws and regulations in force in the countries in which RAI operates, corporate procedures and internal regulations, the Code of Ethics and other corporate policies;
- confidentiality of all information acquired under the scope of the activities carried out for RAI which cannot be disclosed to third parties, nor used to obtain any direct or indirect personal advantages;
- loyalty in competition by protecting the value of competition, abstaining from any misleading or collusive behaviour or abuse of a dominant position.

### Whistleblowing management model

With a view to the continuous improvement of the SCIGR, given the increasing importance of the phenomenon of whistleblowing in this area, a BoD resolution dated 18 December 2014 approved the "Report handling procedure (whistleblowing), (also anonymous)" prepared by RAI's Internal Audit Department, with a view to regulating the process of managing and handling whistleblowing (also anonymous) relating to the behaviour (of any type, including omissions) referable to employees, collaborators or third-parties, violating the Articles of Association, the Code of Ethics, internal regulations, applicable compliance models (such as the Organisation, Management, and Control Model pursuant to Legislative Decree 231/2001 and the Three-year Corruption Prevention Plan), laws or regulations, authority rulings, or that may cause harm or damage, even only to the image of Rai<sup>15</sup>. With a BoD resolution dated 16 July 2015, the whistleblowing policy<sup>16</sup> was updated, with the addition of the RPC to the list of parties to which disclosures should be sent. On 24 January 2019, the BoD approved the new update to the procedure, which incorporates the experience gained in the process to manage disclosures, relative best practices, and legal developments concerning whistleblowing, concerning Law No. 179 of 30 November 2017 (introduction of measures to protect employees reporting offences or irregularities); the same procedure is in line with EU Directive No. 2019/1937 of the European Parliament and of the Council of 23 October 2019 concerning the protection of whistleblowers of violations of EU law.

### Disciplinary System

All RAI personnel - of whatever category or professional profile - are bound to comply with the company disciplinary code called Disciplinary Regulations, which are displayed, in accordance with the law, at all company sites and published on the company intranet. An update of these Regulations is envisaged following the legislative changes that have occurred in the meantime and with regard to the measures introduced by the PTPC, so that

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<sup>15</sup> Said model, in brief, establishes the procedures for:

- analysing the disclosures received, with a view to identifying any aspects explained with sufficient detail in order to allow, at least on an abstract level, to check the grounds of the disclosures;
  - investigation activity with a view to verifying that the facts disclosed have reasonable grounds;
  - monitoring the consequent corrective actions and the reporting;
- and also guarantees:
- the traceability of disclosures through an ad hoc protocol;
  - the confidentiality of the whistleblower and of the facts disclosed, unless required by law;
  - the protection of the rights of the Company (RAI SpA or its subsidiary) or of those wrongly accused and/or accused in bad faith.

<sup>16</sup> In compliance with the Guidelines issued by the ANAC regarding whistleblowing, a specific e-mailbox has been activated: whistleblowing@RAI.it. This amendment became necessary also in consideration of changes to anti-corruption legislation, the introduction of the figure of the RPC into the RAI Group and the Guidelines of the ANAC regarding whistleblowing.

said actions are sanctioned through reference to that envisaged by the Regulations in question.

#### Guidelines for Internal Auditing activities

This document, approved by the RAI BoD on 1 August 2013<sup>17</sup>, establishes the Guidelines for Internal Audit activities and supplements the Guidelines of the Internal Control and Risk Management System (SCIGR), which are the responsibility of the Board of Directors of RAI SpA as Parent Company, identifying tasks, responsibilities, the scope of activities, macro operating procedures and information flows to and from Top Management and the control/supervisory bodies;

#### Regulation of the management and coordination activities exercised by RAI over its Subsidiaries

This regulation establishes the subject and the means by which RAI exercises management and coordination activities over its Subsidiaries ("Management and Coordination Activities")<sup>18</sup>.

More specifically, the regulation establishes that:

- to guarantee a constant comprehensive vision of management policies at the Group level, for key processes relating to planning, budget/control, selection/management/development of resources, procurement, and the juridical/legal architecture of transactions, the Subsidiaries must make functional reference to the respective competent Corporate departments;
- in any event, RAI continues to be in charge of approving the Group's strategic, business, and financial plans, including long-term plans;
- in terms of personnel planning, selection, management, and development policies, the Subsidiaries will adopt procedures consistent with those adopted by the Parent Company, which ensure compliance with the criteria of transparency and non-discrimination. As for personnel recruitment and the award of assignments, the Subsidiaries must comply with the corporate provisions of the Parent Company,

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<sup>17</sup> The "Guidelines for Internal Auditing activities" were later updated by a BoD resolution dated 18 December 2014.

<sup>18</sup> The provisions of this Regulation do not apply to RAI Way, which has a specific Regulation, , which reconciles the need for an information connection and functional interaction underlying the exercise of the management and coordination activity by the Parent Company and the status of the Affiliated company's listed Company and the need to assure the management autonomy of the latter.

- the policies of the Parent Company are applicable to the Subsidiaries, and will be promptly implemented where appropriate and compatible.

## Chapter 4 - The Three-Year Anti-Corruption Plan (PTPC) of RAI SpA

### 4.1 The PTPC within the framework of the SCIGR of RAI SpA

The PTPC is a constituent element of RAI's SCIGR and defines an organisational model that integrates anti-corruption measures within the wider framework of the company's SCIGR and the more general organisational, administrative and corporate governance structures of RAI.

The components of the SCIGR are coordinated and interdependent and the System, as a whole, involves the administrative bodies, the supervisory boards, the control bodies, Management, and all of RAI's internal and external personnel, which play different roles based on an approach of collaboration and coordination.

As already mentioned, the internal control activities of RAI's SCIGR are structured on three levels, characterised by a different degree of operational involvement in risk management:

- **Level I** (*Management and Representatives*)

is responsible, within its scope, for identifying, assessing, managing, and monitoring risk, as well as defining, implementing, and monitoring the adequacy and the operational efficiency of the controls set in place to manage them;

More specifically, the Corruption Prevention Representatives assist the RPC to guarantee compliance with the Plan by:

- actively participating in the Risk Assessment with the methodological support of the RPC also through comments and suggestions transmitted using the "Annual Information Sheet";
  - developing their knowledge of the process in question to set controls in place;
  - developing hierarchical-functional relations, above all in the critical phases of the process;
  - envisaging controls that are not «separate» to the efficiency of the process, i.e., controls that are part of operating activities.
- **Level II** (*Management with monitoring functions and RPC - e.g., Planning and Control, etc.*)

It monitors the effective management of the main risks by Management, as well as the adequacy and operational efficiency of the controls set in place to manage them. In

addition, it provides support to level 1 in defining and implementing adequate systems to manage the main risks and the relative controls; The activities that are the responsibility of the Corruption Prevention Officer (RPC) and the relative organisational structure are part of Level II of control as by nature and content they are Risk Management activities, aimed at identifying, evaluating, managing and monitoring the relative risks.

- **Level III** (*Internal Audit*)

provides independent and objective assurance as to the adequacy and operational effectiveness of control levels I and II activities.

The structures of control levels I and II are consistent with the dimension, complexity, specific risk profile, and regulatory context in which the Company operates and is organised as a function of the specific processes present in the Company.

## 4.2 The Purpose of the PTPC

The implementation of the PTPC, with a view to reinforcing the principles of legality, correctness, and transparency in the management of the company's business, aims to prevent conduct that could potentially be related to cases of corruption, as defined by the Italian Anti-Corruption Law and by the PNA as "maladministration" / "mala gestio", meaning taking decisions that fail to safeguard the public interest due to the improper influence of specific interests.

The PTPC encourages the correct functioning of company departments and safeguards the reputation and the credibility of RAI's actions. In this context, it seeks to:

- a) achieve full awareness that the emergence of corruption phenomena, according to the above connotation, exposes RAI to serious risk, especially in terms of its image and reputation (known as damage to the company image or reputational damage), trust and credibility regarding public service recipients, economically, and may lead to consequences in the criminal courts and/or disciplinary consequences for the party that commits the violation;
- b) encourage all recipient parties to actively and constantly engage to complying with internal procedures and rules, to take any action that may prevent and limit/minimise/mitigate the risk of corruption and seek to model and improve the company's control systems set in place to reduce said risks;

- c) ensure the correctness of relations between RAI and parties that entertain relations with the same of any nature, also checking and reporting any situations that could give rise to the emergence of conflicts of interest or corruption phenomena;
- d) coordinate measures to prevent corruption with the controls that must be implemented on the basis of the company's internal control system.

### **4.3 The Target Parties of the PTPC**

The target parties of the PTPC are the directors, top management, the members of control/supervisory bodies, the employees of RAI, the collaborators, under any title, also occasional and/or only temporary, the independent auditors and, as far as relevant, the parties to contracts for works, services and supplies with RAI SpA.

The PTPC is published on the institutional website of RAI SpA in the section entitled "RAI for Transparency" and on the company intranet portal.

New employees are advised of the Plan in force when they join the Company so that they can acknowledge and indicate their acceptance of the relative content.

Each employment contract, collaboration agreement and supply agreement contains a specific clause that refers to the PTPC of RAI SpA and compliance with the same.

### **4.4 Documentary coordination**

In consideration of the principle of documentary coordination and the specific nature of the different documents envisaged by the law, as well as being an integral part of the company SCIGR, this PTPC is coordinated with the Company's financial statements (to guarantee the economic sustainability of the initiatives envisaged), with the measures for transparency, in particular with the Corporate Transparency and Communication Plan of RAI SpA and with the Training Plan.

### **4.5 Entry into force, validity, and updates**

The PTPC takes effect at the time of its adoption by the BoD of RAI SpA. It is valid for three years and is reviewed by 31 January of each year<sup>19</sup>, and in any event, whenever significant regulatory or organisational changes make it necessary, taking into account the provisions of Article 1, subsection 8, of the Italian Anti-Corruption Law.

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<sup>19</sup> Except for any extensions set by the Authority.

The RPC may propose amendments to the PTPC when he retains that the circumstances internal or external to the Company may reduce the Plan's ability to prevent the risk of Corruption or limit its effective implementation.

Formal amendments that do not regard the principles or other substantial elements of the PTPC may be made directly by the RPC; the RPC will advise the Chairman and the Chief Executive Officer of the same when submitting the envisaged periodic reports.

## Chapter 5 - The process of defining and updating the PTPC

The PTPC of RAI SpA relates to a wide and “atypical” meaning of Corruption, which extends beyond the strict criminal-law concept, assimilating the definition contained in the PNA, which coincides with “maladministration,” meaning the taking of decisions that fail to safeguard the public interest.

Therefore, relevant situations encompass not only the entire range of offences against the Public Administration, indicated in Book II, Title II of the criminal code (to which this document makes standard and receptive reference) together with others that are potentially related in theory to the business of RAI SpA (including but not limited to the “Corruption between private individuals” under Article 2635 of the Italian civil code), but also to situations in which, regardless of the criminal-law relevance, a malfunction emerges due to misuse of the functions assigned for private gain, or the contamination of the action *ab externo*, to such an extent that the citizens’ trust in the impartiality of the Company and of the parties that perform activities in the public interest is prejudiced.

The list of sensitive activities at risk of potential impropriety is subject to development depending on the gradual implementation of the measures of the PTPC, as well as the results of Risk Assessment activities.

### 5.1 Reference principles of the PTPC

The process of defining the PTPC, the adoption of the prevention measures envisaged therein, and the related operating tools are based on the following principles:

#### Integrated Model

The PTPC and the other components of the SCIGR are coordinated and interdependent and the System, as a whole, is in turn integrated into the general governance, organisational and management structure of RAI;

#### Management and coordination and corporate autonomy of subsidiaries

As part of its management and coordination activities vis-à-vis its subsidiaries, RAI SpA issues and circulates the guidelines and the relative implementing model contained in this document, which the subsidiaries refer to for the establishment and maintenance of the relative PTPC. The subsidiaries must be guaranteed corporate autonomy regarding the establishment and maintenance of an adequate and functioning PTPC, following the management and coordination guidelines of RAI SpA. Therefore, the individual subsidiaries

are responsible for the adoption and the practical implementation and maintenance of the respective PTPCs;

#### Consistency with Best practices

The PTPC is formulated to be consistent with national and international best practices regarding SCIGR.

#### Process approach

Generally, the PTPC uses a process-based approach, regardless of the placement of the relative activities in the organisational and corporate structure of RAI;

#### Risk-based approach

The PTPC is based on the identification, assessment, management, and monitoring of the main risks of corruption and is defined and implemented as a function of the types and importance of the relative risks, which also establish the priorities of intervention;

#### Prevention through a culture of control

It is fundamental that all RAI's personnel feel involved and directly contribute to developing and reinforcing an ethical culture and control, and the protection of the company's assets (tangible and intangible);

#### Management awareness

Under the scope of the duties assigned and the achievement of the related objectives, the Management sets specific control activities and monitoring to guarantee lasting effectiveness and the efficiency of corruption-prevention tools.

#### Reliability of controls

The final assessment of the adequacy of the Plan assumes the reliability and the adequacy over time of the control activities performed by each player of the SCIGR at each level of responsibility unless a specific disclosure of shortcomings in their design and/or operational effectiveness is made detected via Independent monitoring during planned Audits;

#### Importance of information flows

the information flows, i.e., the systematic acquisition, by the Supporting Unit of the RPC, of documents, data and information agreed and shared with the relevant Departments, to cyclically and analytically monitoring the activities of the Departments that operate in the

so-called “risk areas” identified in the PNA and the PTPC are fundamental to enable obligations relating to the PTPC to be fulfilled and therefore to pursuing the relative objectives. The Company provides the information needed to each addressee to allow the same to meet their obligations;

#### Maximising effectiveness and efficiency

The PTPC is defined to maximise effectiveness and efficiency by reducing any overlaps in terms of activity and coordinating between the leading roles envisaged by the SCIGR and between the different elements that constitute it. The effectiveness of the controls is guaranteed by the efficiency of the same as only the adoption of selective controls, focused on directly managing the risk, which are not superfluous or merely formal, will enable staff participation and the creation of a culture that avoids reducing the system of controls into a meaningless bureaucratic obligation;

#### Continuous improvement and excellent practices

RAI pursues the continuous improvement of the PTPC as a function of the development of the reference scenario and to guarantee the constant update of the same in line with *best practices*. The PTPC seeks synergic integration in business processes. Together with them, with the contribution of all interested functions, it must be the focus of continuous improvement in line with the development of business operations, the legislative framework, and the economic and social scenario. RAI personnel actively participate by submitting ideas, suggestions, and feedback.

## **5.2 The method to define and update the PTPC**

### Definition

The PTPC is the tool through which RAI implements its anti-corruption strategy. An essential requirement of the Plan - and a fundamental element to its establishment - is the analysis of the level of exposure to the risk of corruption of company activities.

The entire structure of Italian Law No. 190/2012 and the PNA bases its effectiveness on the correct adoption of risk prevention measures and therefore based substantially on risk management company models.

THEREFORE, the PTPC has been developed following the best operating practices in risk management, based on risk-based and process-oriented approaches<sup>20</sup>.

The method identified for the illustrated process of defining the PTPC, with the support of the RPC, and the related analysis and verification activity envisage the involvement and the direct contribution of the BoD, the Company's Top Management, and that of the various players involved.

### Update

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

- a) any change or addition to legislation regarding the prevention of corruption (e.g., update of PNA, guidelines, guidance, resolutions, ANAC rulings and opinions, and law provisions);
- b) any legislative or regulatory changes that alter the institutional purpose, the assignments, the activities, or the organisation of RAI (e.g., RAI Reform Law or other critical organisational changes);
- c) any specific requests from Top Management, the Administrative Body, the Control and Supervisory Board or Management;
- d) the emergence of new risk factors that were not considered at the time of preparation of the PTPC, the changes to measures already in place to prevent the risk of corruption, and the discovery of significant violations of the provisions contained in the same;
- e) any changes in the *best practices* of reference.

The PTPC may also be adapted to reflect the results of i) further analysis conducted on violations of the PTPC; ii) documentary analyses conducted on information flows and

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<sup>20</sup> The process for defining sensitive areas in the first PTPC 2015-2017 was carried out by focusing on the analysis of risk events in the 4 areas identified by Law No. 190/2012, and on 4 further areas that were found to be potentially at risk of corruption as the outcome of a specific survey carried out on the main corporate areas of Rai SpA. The PTPC contains the process of identification, evaluation and management for the risk of corruption: the possible areas of risk as analytically listed, together with indicators of probability and impact, based on the Control Risk Self Assessment carried out in 2015. Identifying the areas of risk and connected activities is periodically monitored as part of the Annual Information Forms drawn up by each Anti-Corruption Representative, wherever the overall map has required confirmation in the realm of areas of competence and related risk assessment. The implementation process for the PTPC is evolving and will implement the results of the integrated Risk Assessment on operational risks and compliance (Leg. Decree 231/01 and Law 190/2012), currently ongoing, that will update the Areas of Risk and related activities.

internal audits and monitoring (Audits, Disclosures and Annual Information Reports of Representatives); iii) Risk Assessment activities; iv) analyses of court cases.

Based on these results and first-hand experience accrued through the implementation of the Plan, the controls and measures to reinforce prevention could be progressively enhanced by further control protocols in the areas at risk identified by the PTPC and by projects to adapt existing protocols to contribute to increasingly virtuous management of company activities.

All of the parties involved in the definition process encourage and contribute to updating the PTPC over time.

## Chapter 6 - The governance model of the PTPC

### 6.1 The Players

The PTPC is a component of the company SCIGR. As such, all of the players of the SCIGR contribute to the process of preventing corruption.

For the purposes of the PTPC, together with what was illustrated in Chapter 3, the following play a priority role:

#### The Board of Directors

The body establishing administrative and corporate management guidelines in accordance with this Plan is the Board of Directors of RAI SpA.

The BoD performs the duties prescribed by law, and more specifically, those indicated below:

- a) appoints the RPC;
- b) approves and adopts the PTPC and the relative updates, advising the relevant bodies of such in accordance with the provisions of the Law and of this Plan;
- c) passes the general guidelines directly or indirectly aimed at preventing corruption;
- d) supervises the activities of the RPC with regard to the responsibilities and the objectives assigned to the same through meetings and periodic reports.

#### The Chief Executive Officer (CEO)

Whilst maintaining the duties and the assignments envisaged by law for the RPC, the Chief Executive Officer oversees the functioning of the PTPC adopted by the BoD of RAI SpA, implementing the provisions and the measures contained therein. In this context, in accordance with the RPC, they establish and encourage activities to coordinate and optimise the implementation of the PTPC within company processes and the organisational and governance structure, as well as the appropriate monitoring and verification activities able to constantly ensure the overall adequacy, the effectiveness and the efficiency of the anti-corruption measures.

#### The Corruption Prevention Manager (RPC)

The RPC is responsible for evaluating the adequacy and observance of the PTPC's provisions.

The RPC's duties are in particular<sup>21</sup>:

- implementing legislation on the matter of preventing and repressing corruption and illegality.
- preparing the PTPC proposal and the relative updates, including the constant update of the Risk Assessment and monitoring the suitability of the mapping, to be adopted by the Board of Directors;
- checking the efficient implementation of the Plan and its suitability;
- defining appropriate procedures to recruit and train employees that will be working in areas that are particularly exposed to corruption; the Representatives and, as part of the coordination and guideline work, inform the Subsidiary Company Anti-Corruption Officers;
- Checking the actual rotation of appointments in the offices in charge of performing the activities where the risk of corruption offences being committed is high;
- Proposing amendments to the Plan if significant violations take place or changes are made to the organisation;
- Guaranteeing dialogue and information from and to the National Anti-Corruption Authority (ANAC) and also with other Authorities, to support company departments for the areas for which RPC is responsible for;
- Establishing regular flows of information with the competent Representatives to prevent and improve the PTPC, with particular concern for those activities identified at risk of corruption;
- Drafting and transmitting periodical reports to Rai SpA Top Management and Control and Supervisory Boards, regarding the results of activities carried out in the relevant period, content foreseen by the ANAC standard form, and any PTPC violations;
- Monitoring the correct implementation of legislation regarding non-awardability, incompatibility, conflict of interest, and the reporting of offences (so-called whistleblowing) and promoting periodic or immediate checks and controls, in support of the competent company departments, including through sample checks;

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<sup>21</sup> Cfr: Organisational Provision AD/2020/0004748/P/C dated 26.02.2020 : "Anti-Corruption Officer (RPC) and "Support for the Prevention of Corruption and Transparency Activities" structure

- Performing continuous support and control activities on implementing the publication obligations by the Company, as foreseen by current legislation.

Given the nature of RAI's activities, the obligations of the RPC also include a duty to disclose to the Chairman, Chief Executive Officer and the Chairmen of the Board of Statutory Auditors and the Supervisory Board of RAI SpA, any fact that he has gained proper knowledge of, which may include elements of an offence or a violation of the Plan, so that the case may be examined and so that the same may establish whether the conditions for a report to the relevant Judicial Authority have been met, assisted in this case by the specialist company departments for the related assessments.

Organisational support structure of the RPC "Anti-Corruption and Transparency" Unit

By resolution dated 26 April 2017, the BoD - for greater autonomy, independence, and subdivision of tasks and effectiveness of activities - decided to place the position of RPC, along with its organisational support structure, as to report to the Board of Directors<sup>22</sup>.

Said "Anti-Corruption and Transparency" organisational support structure is tasked with assisting the RPC in the numerous activities it is responsible for.

The unit is assigned the function of assisting the RPC in fulfilling obligations as regards Anti-Corruption and Transparency<sup>23</sup>, and in particular, works on:

- preparing the Rai S.p.A. Three-year Anti-Corruption Plan (PTPC) and relative updates, and checking its implementation, including – in agreement with the Internal Audit Department – the constant updating of Risk Assessment and monitoring of the mapping's suitability;
- preparing the training and information material for employees, representatives and, as part of the guideline and coordination activities, also for the Subsidiary Companies' RPCs, working with the Human Resources and Organisation Department in drawing up specific training plans and events;
- checking rotation of roles in observance of company policies and the PTPC;
- preparing dialogue and information from and to ANAC and, for matters that are RPC's responsibility, also with the other Authorities;

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<sup>22</sup> By means of the previous Resolution of 31 March 2015, the BoD had established said operational support structure within the Internal Audit Department.

<sup>23</sup> Cfr: Organisational Provision AD/2020/0004748/P/C dated 26.02.2020 : "Anti-Corruption Officer (RPC) and Support for the Prevention of Corruption and Transparency Activities" structure.

- managing periodic information flows as defined with the competent representatives, for the prevention of corruption and improvement of the PTPC;
- preparing reports for Rai S.p.A. Top Management and Control and Supervisory Bodies, regarding the outcomes of activities performed by RPC during the reference period, the content set out on the ANAC standard form and any violations of the PTPC;
- Monitoring the correct implementation of legislation regarding non-awardability, incompatibility, and conflict of interest with the competent company departments.

It also carries out preparatory and document work regarding reports made to RPC, evaluating the relative impact on PTPC, together with the Internal Audit Department<sup>24</sup>.

The above also support RPC and the Transparency Manager in carrying out updating work and checks on implementation by the company of the publication obligations as set out in current legislation, together with other competent departments, also updating the relevant data established by the Corporate Transparency and Communication Plan,

*The employees (Representatives, Executives, and others) and collaborators of RAI SpA*

All employees (Executives and others) and, as far as relevant and applicable, the collaborators of RAI SpA, are responsible, within the scope of their respective activities, duties, and responsibilities, for monitoring and preventing corruption phenomena resulting from the ineffective supervision of their activities and/or from elusive behaviour and/or behaviour that does not fulfil company obligations.

Given the clear complexity and complex structure of the RAI system (in terms of organisation and territory), and in order to ensure the effective implementation and monitoring of the control system to defend against corruption, the following parties are - together with the RPC - a fundamental and necessary part of the governance and implementation of this PTPC and, more generally, of the anti-corruption process in RAI SpA: i) the Corruption Prevention and Transparency Representatives; ii) the Executives and managers of organisational units; iii) the delegated parties; iv) the employees; v) the collaborators.

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<sup>24</sup> It interfaces with the corporate structures for the analysis and key studies on control activities, carries out historical analysis and information flow analysis, also by means of sample checks, as provided for by the Plan, and acts as an administration office (correspondence, protocol, obligations, etc). It also carries out document tasks (e.g. managing the digital archive of all documents relating to the RPC).

Under this Plan, these parties are given the task of fully and continuously working towards the prevention of corruption and unlawfulness in RAI SpA, which, inter alia, includes the following:

- monitoring the timing for the completion of procedures (for example, public tenders);
- transparency obligations;
- supervising compliance with the code of ethics and of the PTPC;
- abstaining and making required communications in the event of a conflict of interest;
- fully complying with the provisions of this PTPC and with Italian Law 190/2012.

In this context, those in charge of Top Management structures (direct reports of the Chairman, the Chief Executive Officer, the Chief Officers and, in any event, all Department Heads), those in charge of Regional Offices and the Heads of the Regional Editorial Offices of Regional News Headlines, the Heads of Foreign Correspondence Offices and the Heads of the TV Production Centres in Rome, Milan, Naples and Turin, who under this PTPC, play a fundamental role, in consideration of the significant operating and decision-making powers they hold within their relevant processes, under this PTPC, are assigned the role of "Representatives" for the prevention of corruption.

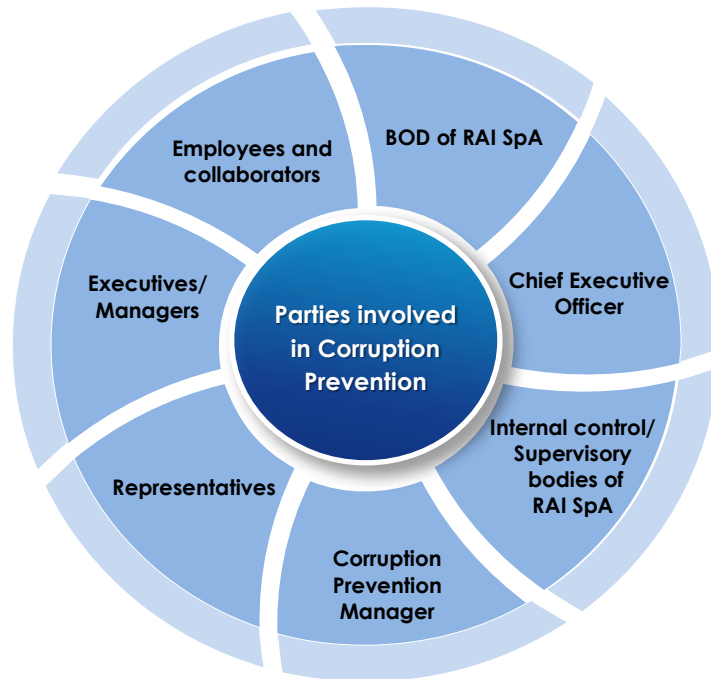
More specifically, the "Representatives" for the areas of responsibility coordinate with the RPC to have feedback on the implementation of the PTPC concerning their units and processes, and any adjustments deemed necessary to render the preventive measures more effective. The Representatives' tasks, as regards implementing the PTPC, are illustrated in more detail below. The responsibilities of *Representatives* are maintained even when they use the operating support of their units.

Personnel and collaborators, for any reason, of RAI SpA must be aware of the PTPC and compliance with the same and must also provide for its implementation and the continuous improvement of the same within their scope of responsibility.

#### Internal Control Body/Supervisory Board of RAI SpA

Within the scope of their respective prerogatives, as regards the SCIGR, the Control Body and Supervisory Board of RAI SpA oversee the effectiveness of the PTPC and its functioning. Specific, reciprocal flows for the coordination and exchange of information between the Control Body, the Supervisory Board, and the RPC have been set in place.

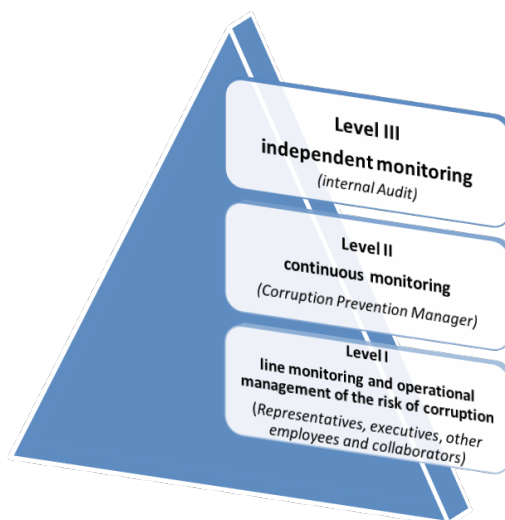
In summary, the parties involved in the process to prevent corruption within RAI SpA are:



*Parties involved in corruption prevention*

## 6.2 The “Governance Control” Model of the PTPC

RAI SpA has defined a structured process for the governance and control of the PTPC and the measures envisaged therein. In this context, all of the parties of the SCIGR work in a coordinated and synergic manner within a model envisaging the following three levels of control.



*The three levels of control of the anti-corruption process*

Regarding Control level I, the employees and collaborators who perform operating activities in the areas at risk of corruption (so-called Risk Owners) are responsible for identifying, assessing, operational management, and monitoring over time of the risks and the relative controls (*line monitoring*).

These parties must inform their superiors, on a higher hierarchical level, of any changes in the relevant risks and encourage the continuous improvement of the relative control measures (in terms of design and operational effectiveness), encouraging, where possible, the integration and rationalisation of the controls in their respective operating activities, without affecting preventive effectiveness.

Monitoring is performed with a frequency that is adequate for the level of risk exposure and how the controls are performed. The relative results are communicated to the manager of the hierarchically superior level, together with any situations of risk/areas of weakness that have emerged and the possible corrective solutions adopted/to be adopted to reinforce the preventive action.

In this context, the *Representatives*:

- assist the RPC in monitoring compliance with the provisions of the PTPC by the units and executives in charge of the process/unit in question;
- promptly inform the RPC, through the established communication channels, of any irregularities encountered during their monitoring, also proposing solutions to adopt to manage risk, controlling its effective implementation correctly;
- facilitate the information flows from/to the units/departments involved in the processes they are responsible for;
- promptly report the emergence of new risks encountered within the sphere of the activities supervised;
- report any need to update/change the existing control measures to the RPC, for example, in the event of changes in the way a relevant unit operates (so-called organisational changes);
- operate in coordination with the RPC for training and awareness requirements within the reference units.

**Control level II** is represented by the activities performed by the RPC and entails activities to coordinate the anti-corruption process as a whole, contributing - with the support of the "Representatives" - to the definition of the methods to identify, assess, manage and monitor risk, of the controls of the implementation status of the envisaged action plans, also as a function of the different degree of risk exposure (risk-based approach).

In coordination with the other parties of the PTPC, RPC, among other tasks, must:

- in agreement with the *Representatives*, supervise and monitor the effective implementation of the Plan, and its current suitability, as well as propose the necessary changes in the cases envisaged;
- monitor the *Representatives'* acknowledgment and compliance with the PTPC protocols and measures within the scope of their responsibility; to this end, the RPC also relies on the annual *Representatives'* information sheets;
- manage the received reports through the institutional channels and procedures envisaged;
- define communication channels to guarantee compliance as regards transparency.

The RPC monitors the measures of the PTPC using **four courses of action**, illustrated in paragraph 7.2 herein.

**Control level III** is assured - in line with the best practices of SCIGR assessment - by independent monitoring activities performed by the Internal Audit Department. The Internal Audit Department conducts specific evaluations to assess the operational efficiency and the suitability of the SCIGR, of the anti-corruption process or of its substantial parts, also in light of the operational efficiency of control levels I and II.

The evaluations may be included in the Annual Audit Plan. The scope and frequency of the same are established as a function of the relative degree of risk exposure (risk-based approach).

## Chapter 7 - The PTPC implementation process: identification, assessment, and management of the risk of corruption

### 7.1 The methodological approach

Risk management, an integral part of the SCIGR, is the set of activities to monitor and track the exposure to the risk of corruption of specific business conducts considered sensitive. The adoption of the PTPC and its implementation are instrumental in managing risk establishing appropriate principles and protocols to comply with.

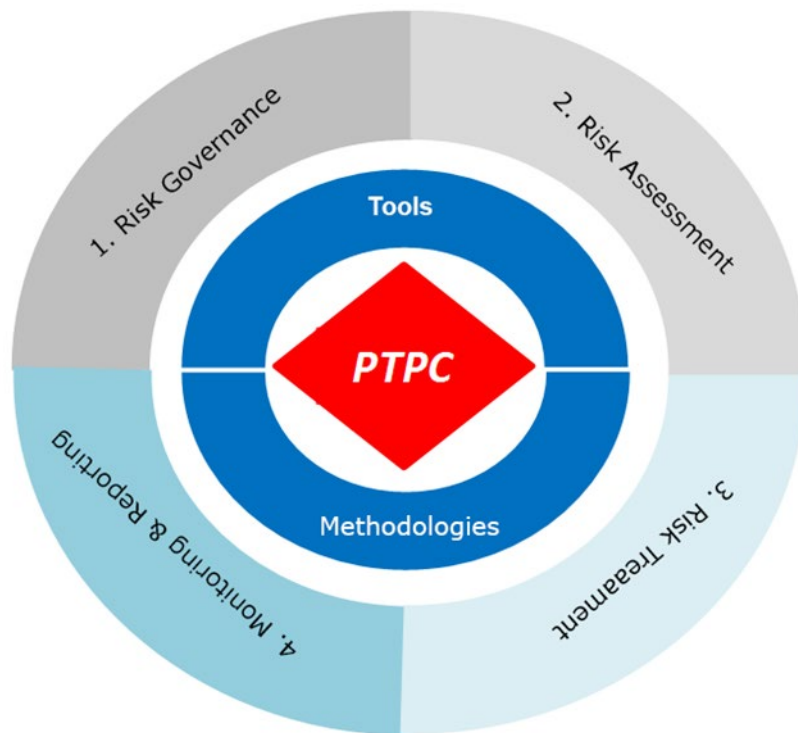
To this end, implementation measures are a fundamental and decisive aspect through which this Plan will gradually be updated, supplemented, and specified.

To be effective, risk management must be:

- a) an integral part of all of the organisation's processes;
- b) performed by management as part of the relevant decision-making process, and promotes taking informed action, even in light of potential alternatives and of any priorities in terms of treatment;
- c) referring to risks unavoidable by means of preventive measures;
- d) systematic, structured and timely;
- e) based on the best available information;
- f) "customised" for RAI SpA;
- g) based on human and cultural factors, as part of a complex scenario such as that of RAI SpA;
- h) transparent and inclusive;
- i) dynamic, interactive, and reacts to change;
- j) seeking to encourage continuous corporate improvement.

Under Attachment 1 of the 2013 PNA, RAI SpA envisages that risk management is based on the following factors: i) the level of exposure to the risk of corruption; ii) the compulsoriness of the risk prevention measure; iii) the organisational and financial impact related to the implementation of the measure.

The corruption risk management model of RAI SpA is organised into the following four stages.



Methodological framework for the anti-corruption process

### 1. Risk Governance

At this stage of the process, the rules for the governance of corruption risks and the analysis methodology are first defined. With the assistance of the Representatives, the RPC is in charge of defining the methods to identify and assess the risks and the controls and provides for their amendment/supplement, where deemed necessary;

### 2. Control Risk Self Assessment

The Control Risk Self Assessment (CRSA) is carried out to fully map the sensitive activities by identifying and describing the process activities with regard to which conduct that could infringe Italian Law 190/2012 could emerge (so-called "risk of corruption").

The aim of the risk assessment is to analyse the extent of the risks identified and provide information that can establish if treatment actions need to be taken, and if so, and with which strategies/means. The assessment is conducted with the method illustrated in paragraph 7.3 below.

The RPC manages the Corruption Risk Assessment process for the activities of RAI SpA, providing methodological support to the Representatives as regards identifying and assessing the risks within the relevant company processes/areas.

The Representatives are responsible for correctly identifying and assessing the risks and the relative controls within their scope of responsibility.

In general, the mapping is updated when there are changes in the reference legislative/regulatory framework or significant organisational changes.

After the said activity, the RPC evaluates risks in terms of the product between the probability of occurrence and impact and launches the process to define the risk response strategy, involving the *Representatives* for the respective operations owned by the same.

### 3. Risk Treatment

The purpose of this stage is to facilitate, based on the outcome of the previous step, the decision-making processes with regard to which the risks require treatment and the relative implementation priorities. In this regard, risk weighting is fundamental, namely comparing the identified risks and establishing priorities and urgency of treatment. Therefore, in relation to the risk assessments made by the *Representatives* in their respective scope of responsibility, the RPC provides methodological support to the same to identify the related treatment actions.

The actions established in this way are formalised in periodic reports prepared by the RPC which aggregates the contributions to be made by the *Representatives* involved and contains details of the actions to be taken, the timing and the parties in charge of their implementation. These actions are submitted to the Chairman of the BoD, to the Chairmen of the Control body and Supervisory Board of RAI SpA, as well as to the Chief Executive Officer for the subsequent implementation and effective involvement of the appropriate company departments.

This stage also encompasses the definition of training plans, structuring the required information flows, and assessing any reinforcement and/or control measures to be activated on the reference processes.

### 4. Monitoring & Reporting

This stage has the twofold objective of i) monitoring the level of risk of corruption over time; ii) activating any improvement action in the event of variances concerning the measures planned.

More specifically, the RPC monitors the level of implementation by the *Representatives/management* of the treatment actions envisaged in the Action Plan to ensure that these are adequately implemented within the envisaged timeframe. These monitoring activities are carried out based on specific periodic disclosures by the *Representatives*.

If significant variances with respect to the Plan should emerge and/or the justified need raised by Representatives to take alternative actions, the RPC assists with identifying and analysing the causes that generated said variances and with establishing any alternative corrective action.

## **7.2 Implementational policies for the 2022-2024 PTPC**

Since 2016 and over the following four-year period, the Company has adopted numerous and significant revisions of the legislative framework, due, above all, to the RAI Reform Law No. 220/2015, which, among other things, introduced specific provisions that affected certain sensitive activities identified during the CRSA conducted in 2015 (included in the mapping of the risk areas illustrated in paragraph 7.3), by also considering the continual organisational changes, also in keeping with ongoing technological developments and the reference market, the Integrated Risk Assessment for RAI SpA – currently under draft - aims to identify, assess and manage company operating risks, risks related to the Organisation, Management and Control Model in accordance with Italian Legislative Decree No. 231/01 and risks related to Italian Law 190/2012, further consolidating the risk management culture, through greater awareness of management and employees.

This will enable RAI to further contribute to the progressive structural reinforcement of the internal control system and the measures to prevent corruption risks.

Without prejudice to the definition of the methodology to be adopted for the Risk Assessment project, the main operating stages (identification, analysis, assessment, and, lastly, risk management) and the related deliverables for each stage relating to the CRSA conducted in 2015, to which the sensitive activities illustrated in this PTPC refer, are presented below.

### ***Stage 1: identification of corruption risk***

The CRSA objective is to fully map sensitive activities and the relative assessment of the corruption risk, which considers all of RAI's business areas, not just those defined as "general" by the PNA.

The CRSA is conducted on the basis of best practice in risk management and in accordance with the indications and criteria established by the PNA (risk assessment table shown in attachment 5 of the PNA) and considers the mapping of business processes as its starting point.

More specifically, the method adopted seeks to assess the specific nature of RAI's business in order to analyse corruption risk and therefore adds to that envisaged by the PNA, in terms of certain specific areas, also applying additional elements with respect to those indicated. The identification of activities at potential risk of corruption is made by means of structured interviews in the field with individual Corruption Prevention *Representatives*, during which the stages of the process owned by the same are analysed as well as the possible ways the relevant categories of offence can be committed.

Stage deliverable: it is the list of sensitive processes of RAI SpA, with an indication of individual sensitive activities.

### **Stage 2: risk analysis and assessment**

For each sensitive activity, the operating and management procedures are analysed, as well as the control elements in place, with specific reference to the control environment. In addition, the risk assessment also considers the following:

- the causes (also through an in-depth understanding of the events that generate the individual risk);
- the potential impacts (namely the consequences or the effects which would come to light over a given time horizon if the risk were to occur);
- the theoretical probability that the consequences could occur.

The risk assessment method adopted not only includes the specifications of the PNA but also envisages a double risk assessment both at the "inherent" level (namely the level of risk established not taking into account the existence and the operational efficiency of the current specific control measures in place to reduce it) and at a "residual" level (namely the level of risk established taking into account, instead, the mitigations already in place).

#### "Inherent" risk

This is calculated by using the probability clusters (P) and impact clusters (I) envisaged in attachment 5 of the PNA and illustrated below, with the exception of the "controls" element, evaluated separately for the "residual" risk assessment.

Therefore, the risk value is obtained by combining the values stated by the *Representatives* (P x I) during the interviews, according to the probability-impact matrix provided in the cited attachment 5, obtaining a value between 0 (no risk) and 25 (maximum risk).

## PROBABILITY ASSESSMENT INDICATORS

The probability indicators are indicated on the basis of the assessment of the working group

DISCRETIONALITY	1 (unlikely)	2 (fairly unlikely)	3 (likely)	4 (very likely)	5 (highly likely)
Is the process discretionary?	No, it is totally restricted	It is partially restricted by the law and by administrative documents (regulations, directives, circulars)	It is partially restricted only by the law	It is partially restricted only by administrative documents (regulations, directives, circulars)	It is highly discretionary
EXTERNAL RELEVANCE					
Does the process have a direct impact outside of the entity in question?	NOT APPLICABLE	No, its final addressee is an internal office	NOT APPLICABLE	NOT APPLICABLE	Yes, the result of the process is addressed directly to users external to the Company in question
PROCESS COMPLEXITY					
Is it a complex process that entails the involvement of more than one entity (excluding controls) in subsequent stages, to achieve the result?	No, the process involves only one entity	NOT APPLICABLE	Yes, the process involves more than 3 entities	NOT APPLICABLE	Yes, the process involves more than five entities
ECONOMIC VALUE					
What is the economic impact of the process?	It is only relevant internally	NOT APPLICABLE	It entails awarding benefits to external parties, but not particularly relevant in economic terms (e.g. award of study grants to students)	NOT APPLICABLE	It entails awarding considerable benefits to external parties (e.g. award of a contract)
FRACTIONABILITY OF THE PROCESS					
Can the end result of the process be achieved also by performing a number of transactions of a smaller economic entity which, when considered together, in the end guarantee the same result (e.g. plurality of reduced assignments)?	No	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	Yes

## IMPACT ASSESSMENT INDICATORS

The impact indicators are estimated on the basis of objective data, namely recorded by the Company

ORGANISATIONAL IMPACT	0 <i>(no impact)</i>	1 <i>(marginal)</i>	2 <i>(minor)</i>	3 <i>(threshold)</i>	4 <i>(serious)</i>	5 <i>(superior)</i>
<p><b>With respect to the total number of people employed in an individual service</b> (simple organisational unit) <b>responsible for performing the process</b> (or the stage of the process for which the Company is responsible) <b>as regards an individual Company, what percentage of personnel is employed in the process?</b> (if the process involves the activities of more than one service within the same Company, the percentage of personnel employed in the services involved should be reported)</p>	<b>NOT APPLICABLE</b>	Up to around 20%	Up to around 40%	Up to around 60%	Up to around 80%	Up to around 100%
<p><b>ECONOMIC IMPACT</b></p> <p>Over the past 5 years, have any rulings been issued by the Courts against employees (executives and employees) of the Company in question, or have any rulings been issued relating to the compensation of damages against the Company in question for the same type of event or similar?</p>	<b>NOT APPLICABLE</b>	<b>NOT APPLICABLE</b>	<b>NOT APPLICABLE</b>	<b>NOT APPLICABLE</b>	<b>NOT APPLICABLE</b>	Yes
<p><b>REPUTATIONAL IMPACT</b></p> <p>Over the past five years, have any articles regarding the same event or similar events been published in newspapers or magazines?</p>	No	Not as far as we know	Yes, in the local press	Yes, in national press	Yes, in local and national press	Yes, in local, national and international press
<p><b>ECONOMIC IMPACT, IMPACT ON THE ORGANISATION AND ON THE COMPANY'S IMAGE</b></p> <p>At what level can event risk be placed (top management, intermediate or low level), namely is the position/role that the party holds in the organisation high, medium or low?</p>	<b>NOT APPLICABLE</b>	Worker level	Co-worker or clerk level	At non-general office executive level or top management or organisational position	At general office executive level	At head of department/general secretary level
<p><b>OVERALL INHERENT RISK ASSESSMENT</b></p> <p>=</p> <p>Frequency value x impact value</p>						

### "Residual" risk

- Control standards are established ("to-be" model) with a view to preventing the cases envisaged by anti-corruption legislation, distinguishing between "general" ones (namely applicable to all sensitive activities) and "specific" ones (namely applicable to certain activities);
- in the light of the standards established, the control system set in place to oversee the activities and compared with the "to be" model (gap analysis) is analysed,

identifying any areas for improvement.

Without affecting any requirements for methodological improvements, which have already been mentioned and could be made, for the purposes of assessing residual risk, based on prudential criteria, and also seeking to avoid underestimating the risk of corruption, the following approach was adopted: in particular, the internal control system may be able to reduce "inherent" risk by a maximum of 50%. More specifically, each of the 4 "general" control principles, if complied with, reduces the value of "inherent" risk by 10%, for a maximum total of 40%. In addition, the value of "inherent" risk can be further decreased by 10% if all "specific" control principles are found to be compliant. If only one of these is found to be not compliant, there is no further decrease of the value of "inherent" risk.

Stage deliverable: it is the list of "process-based" sensitive activities with the relative risk value (risk register).

### **Stage 3: risk management and definition of treatment actions**

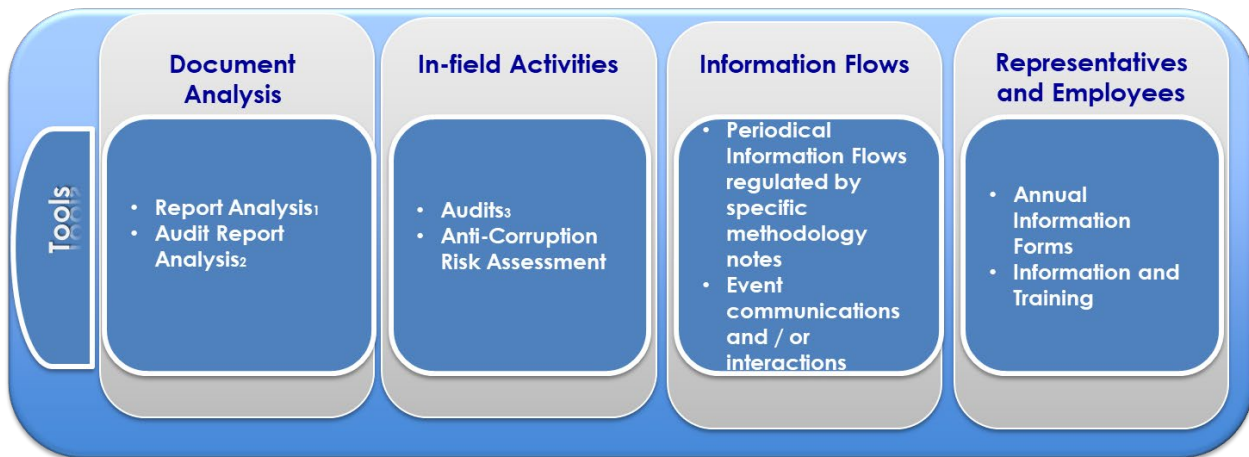
Each *Representative*, with regard to his owned process, prepares an action plan with the methodological assistance of the RPC, containing details of the mitigation actions to set in place, the timing, and the parties responsible for the relative implementation.

Stage deliverable: it is the risk weighting and definition of an action plan.

### **Stage 4: monitoring treatment actions and Reporting**

Monitoring is carried out on the basis of two separate treatment actions, which regard respectively: i) the plan to verify compliance with/the adequacy of the PTPC; ii) monitoring the implementation of the initiatives envisaged in the planning.

With regard, in particular, to verify the compliance/adequacy of the PTPC, the RPC, with the operational assistance of the other company departments, acts on the basis of the following **four courses of action**:



<sup>1</sup>By BoD resolution dated 18/12/2014, Rai adopted a specific procedure for the management and handling of reports (also anonymous ones). A subsequent BoD resolution on 16/07/2015 included the RPC in the recipients of reports. The procedure was updated during the BoD meeting on 24/12/2019, also as the implementation of Law 179/2017. The various ways in which it is possible to make a report are published in the section "Rai for Transparency" and on the RaiPlace intranet.

<sup>2</sup> The controls provided for in the Audit Plan include checks on the observance of PTPC principles and protocols that are applicable to the relevant process (carried out by the Internal Audit Team, which interacts with the Anti-Corruption Department for specific aspects. The Audit Report analysis entails re-reading and analysing the findings and the corrective actions for overall anti-corruption monitoring.

<sup>3</sup> The integrated Rai Assessment Project provides for the mapping and updating of operational and compliance risks (Legislative Decree 231/2001 and L.190/2012). Il *Project Management* is carried out by the Internal Audit Department.

More specifically, the *field activities* (audits) and *documentary analyses* entail:

- *Field activities - Audits*: the audits established in the Plan are structured in order to include verifying compliance with the transversal control principles, protocols, and the non-activation of the anomaly indicators of the PTPC applicable to the reference processes. In addition, the identification of the audits envisaged in the annual Plan of the Internal Audit Department, is carried out on the basis of Risk Assessment results and anti-corruption parameters; in this way, the audits envisaged in the Plan also regard the processes/activities potentially exposed to the risk of corruption for RAI SpA.
- *Documentary analysis of disclosures and of audit reports*: the content of disclosures and of audit reports is analysed from an anti-corruption perspective, with a view to structuring any further preventive tools and to make the appropriate adjustments to the PTPC.

Stage deliverable: the results of field audits are contained in the audit reports (focus area Italian Law 190/12) and as part of the periodic reporting of the RPC to Top Management, the Control Body, and the Supervisory Board of RAI SpA.

### 7.3 The main Risk Areas of RAI SpA

The following table contains a list of the Areas potentially exposed to the risk of Corruption identified during the CRSA conducted in 2015s.

Those areas are periodically monitored within the scope of the Annual Information Sheets drawn up by the individual Corruption Prevention Representatives, which require the confirmation of the overall mapping under their responsibility and the related risk assessment, as well as to report any changes in the corruption risk assessment of the areas defined under the PTPC, and to provide an indication for further sensitive activities which might be subject to the risk of corruption if not reported in the PTPC.

These are represented by dividing them between general and specific areas, listing them in a decreasing order of scoring, namely from the process that is potentially most at risk to that less exposed to risk.

#### Risk score for each area/process

All of the sensitive areas that emerged from the CRSA are related to the reference area/process. In order to identify the risk score to assign to each of these, also with a view to further contextualising the probability of occurrence, an additional factor was considered, namely the number of sensitive activities relating to each area/process. This was based on the assumption that the more numerous are the risk events that impact each area/process, the greater the theoretical probability that a risk event may potentially emerge in said area. This value was then used as a weighting factor to calculate the "aggregate weighted average score" of each area/process.

#	Risk area	Aggregate weighted average score
<b>1</b>	<b>Area – Production (Rai)</b>	<b>7.5</b>
1.1	Procurement process – Preliminary Activities - TV Studios (Rai)	
1.2	Procurement process – Preliminary Activities - TV Studios Set-up (Rai)	
1.3	Procurement process – Preliminary Activities - Outdoor shooting (Rai)	
1.4	Procurement process – Preliminary Activities - Post-production (Rai)	
1.5	Procurement process – Preliminary Activities - Indoor shooting (Rai)	
1.6	Procurement process – Preliminary Activities - Operational planning (heavy outdoor shooting and mobile connections) (Rai)	
1.7	Procurement process – Preliminary Activities - Technical services (Rai)	
1.8	Procurement process – Preliminary Activities - TV studio rental (Rai)	
1.9	Production investment planning and activation - Engineering (Rai)	
1.10	Production purchases below EUR 1.000 (Rai)	
1.11	Self-employment Contracts - claqueur/generic role players (Rai)	
1.12	On-site production expenses (Rai)	
<b>2</b>	<b>Area – Human resource management (PNA)</b>	<b>7.4</b>
2.1	Freelances Contracts (PNA) (1)	
2.2	Career development (PNA) (1)	
2.3	Rewards and incentives (Rai)	
2.4	Recruitment (PNA) (1)	
2.5	Business travel and other expenses (Rai)	
2.6	Gifts from third parties (Rai)	
2.7	Representation expenses (Rai)	
2.8	Management of allowances and surcharges (Rai)	
2.9	Industrial relations (Rai)	
2.10	Disciplinary system (Rai)	
2.11	Payroll (Rai)	
2.12	Health and safety inspections (Rai)	
2.13	Non-judicial litigations (Rai)	
2.14	Analysis of working positions (Rai)	
2.15	Certifications: OHSAS 18001:2007 and UNI EN ISO 14001:2004 (Rai)	
2.16	Labour inspections (Rai)	
2.17	Social security inspections (Rai)	

Key:

(PNA): areas/sub areas defined by the National Anti-Corruption Plan (PNA – Piano Nazionale Anticorruzione);

(RAI): further areas/activities identified at the time of the CRSA conducted in RAI SpA with a focus on the specific nature of the Company business

(1): sensitive activities relating to the general area of the National Anti-Corruption Plan "Assignments and appointments"

#	Risk area	Aggregate weighted average score
<b>3</b>	<b>Area - Editorial Execution and Monitoring (*) (Rai)</b>	<b>6.3</b>
3.1	Programme executive management (Rai)	
3.2	News and TV reports management (Rai)	
3.3	Product placement management (Rai)	
3.4	Management of Prize Contests / prize shows	
3.5	Programme executive management (in-depth reports) (Rai)	
3.6	Programme guests selection and management (Rai)	
3.7	Selection and management of News programmes' guests (Rai)	
3.8	Title exchanges management (Rai)	
<b>4</b>	<b>Area - Purchasing (PNA)</b>	<b>5.8</b>
4.1	Type of procurement procedure identification (PNA)	
4.2	Qualification requirements (PNA)	
4.3	Award requirements (PNA)	
4.4	Contract changes during execution (PNA)	
4.5	Confidential data collection and management (Rai)	
4.6	Suspension of the tender procedure (PNA)	
4.7	Direct Award of contracts (PNA)	
4.8	Negotiated procedures (PNA)	
4.9	Non-judicial settlement of disputes during contract execution (PNA)	
4.10	Definition of contracts object (PNA)	
4.11	Offers Evaluation (PNA)	
4.12	Analysis of offer anomalies □(PNA)	
4.13	Time schedule Preparation (PNA)	
4.14	Contracts extensions and renewals (Rai)	
4.15	Subcontracting (PNA)	
<b>5</b>	<b>Area - Communications and promotion (Rai)</b>	<b>5.3</b>
5.1	Gifts to third parties (Rai)	
5.2	External communications Management (Rai)	
5.3	Donations (Rai)	
5.4	Sponsorship and patronage agreements (Rai)	

Key:

(PNA): areas/sub areas defined by the National Anti-Corruption Plan (PNA – Piano Nazionale Anticorruzione);

(RAI): further areas/activities identified at the time of the CRSA conducted in RAI SpA with a focus on the specific nature of the Company business

(\*): regarding the editorial area (Execution, Monitoring, Design and Development), the sensitive activities were mapped based on a reference sample represented by the "generalist networks" and by the Regional News Title

#	Risk area	Aggregate weighted average score
5.5	Third party travels (hospitality) (Rai)	
5.6	Event organisation (Rai)	
5.7	Non-profit initiatives (Rai)	
<b>6</b>	<b>Area - Rights Acquisition and Management (Rai)</b>	<b>5.3</b>
6.1	Launch of the acquisition and determining the negotiating strategy (Rai)	
6.2	Negotiation and formalisation of rights acquisition contracts (Rai)	
6.3	Definition of the scope of rights acquisition (Rai)	
6.4	Contract changes during execution (Rai)	
6.5	Contract Execution (acceptance testing) (Rai)	
6.6	Contracts Extensions (Rai)	
6.7	Subcontracting (Rai)	
6.8	Reporting on utilisation of copyrights (Rai)	
<b>7</b>	<b>Area - Editorial Development (Rai)</b>	<b>5.2</b>
7.1	Programme development (defining the programmes' characteristics)(Rai)	
<b>8</b>	<b>Area - Real Estate Management and Services (PNA)</b>	<b>4.9</b>
8.1	Lease/free rental contracts negotiation and signing (as lessee) (Rai) (2)	
8.2	Real estate assets Disposal (Rai) (2)	
8.3	Real estate assets Acquisition (Rai) (2)	
8.4	Company equity and/or assets management (car fleet and other non-production portable properties) (Rai) (2)	
8.5	Lease/free rental contracts negotiating and signing (as lessor) (Rai) (2)	
8.6	Company assets disposal (Rai) (2)	
8.7	Obtaining/implementing concessions/permits from Public Entities (Rai)	
<b>9</b>	<b>Area - Legal (PNA)</b>	<b>4.5</b>
9.1	Court disputes management (labour, civil, administrative, criminal, tax, special) and settlement agreements (Rai)(3)	
9.2	Selection, assignment and management of consulting services, fiduciary assignment, technical assignments etc. (Rai) (1)	
<b>10</b>	<b>Area - Finance and Treasury (PNA)</b>	<b>4.3</b>
10.1	Selection, assignment and management of consulting services, fiduciary assignment, technical assignments etc. (Rai) (1)	
10.2	Financial Transactions: Management of payments (Rai) (2)	
10.3	Acquisition and/or management of loans and contributions (Rai) (2)	

Key:

(PNA): areas/sub areas defined by the National Anti-Corruption Plan (PNA – Piano Nazionale Anticorruzione);

(RAI): further areas/activities identified at the time of the CRSA conducted in RAI SpA with a focus on the specific nature of the Company business

(1) : sensitive activities relating to the general area of the National Anti-Corruption Plan "Assignments and appointments"

(2) : sensitive activities relating to the general area of the National Anti-Corruption Plan "Management of income, expenses and assets"

(3) : sensitive activities relating to the general area of the National Anti-Corruption Plan "Legal Affairs and disputes"

#	Risk area	Aggregate weighted average score
10.4	Guarantees for borrowing-and-lending operations (Rai)	
10.5	Credit rating acquisition and maintenance (Rai)	
<b>11</b>	<b>Area - Editorial design (Rai)</b>	<b>4.2</b>
11.1	Selection of editorial products and business partnership agreements (Rai)	
<b>12</b>	<b>Area - Administration and accounting (PNA)</b>	<b>3.6</b>
12.1	Credit management: write-downs, write-offs and granting of repayment plans (Rai)	
12.2	Selection, assignment and management of consulting services, fiduciary assignment, technical assignments etc. (Rai) (1)	
12.3	Accounts receivable and payable (invoicing and payments release) (Rai) (2)	
<b>13</b>	<b>Area - Editorial Programming (Rai)</b>	<b>3.2</b>
13.1	Programme planning and management (Rai)	
13.2	Management of advertising scheduling (programming scheme and changes thereto) (Rai)	
<b>14</b>	<b>Area - Internal Audit (Rai)</b>	<b>3</b>
14.1	Audit execution and results (Rai)	
14.2	Whistle-blowing procedures (Rai)	
14.3	Definition of the Audit Plan (Rai)	
14.4	Monitoring of corrective actions (Rai)	
<b>15</b>	<b>Area - Corporate Governance (Rai)</b>	<b>3</b>
15.1	Selection and appointment of corporate bodies or corporate positions in associated companies / subsidiaries (Rai)	
<b>16</b>	<b>Area - Industrial Relations (Rai)</b>	<b>2.9</b>
16.1	Management of the relations with Control and Supervisory Bodies (Rai)	
16.2	Management of the relations with Entities, Authorities and Commissions (Rai)	
<b>17</b>	<b>Area - Tax (PNA)</b>	<b>2.4</b>
17.1	Selection, assignment and management of consulting services, fiduciary assignment, technical assignments etc. (Rai) (1)	
17.2	Inspections on fiscal matters and judicial police activities (Rai)	
17.3	Management of relations with the Financial Administration system/authority (Rai)	
<b>18</b>	<b>Area – License Fees (Rai)</b>	<b>1.5</b>
18.1	Support for the management of TV license fee claims and refunds (Rai)	
18.2	Management of TV license fees database, owned by the Italian Revenue Agency (Rai)	

Key:

(PNA): areas/sub areas defined by the National Anti-Corruption Plan (PNA – Piano Nazionale Anticorruzione);

(RAI): further areas/activities identified at the time of the CRSA conducted in RAI SpA with a focus on the specific nature of the Company business

(1): sensitive activities relating to the general area of the National Anti-Corruption Plan "Assignments and appointments"

(2): sensitive activities relating to the general area of the National Anti-Corruption Plan "Management of income, expenses and assets"

#	Risk area	Aggregate weighted average score
18.3	Assistance to the management of the enforced recovery of the TV license fees <i>(Rai)</i>	
18.4	Management of the relations with the Italian Revenue Agency on the occasion of the redefinition of the "general treatment procedures" related to the radio and television license fee <i>(Rai)</i>	

Key:

*(RAI): further areas/activities identified at the time of the CRSA conducted in RAI SpA with a focus on the specific nature of the Company business*

Note:

*As a result of the CRSA activities, no sensitive activities were identified relating to the following Areas defined by the National Anti-Corruption Plan: "Provisions extending the legal scope of the addressees without direct and immediate economic impact for the addressee", "Provisions extending the legal scope of addressees with direct and immediate economic impact for the addressee", "Controls, audits, inspections", "Management of income, expenses and assets".*

## Chapter 8 - The PTPC implementation process: measures to prevent the risk of corruption

### 8.1 The Measures

The implementation of suitable controls and preventive measures is based on correctly identifying the areas of risk within the company and the related sensitive activities.

This edition of the PTPC, in keeping with previous versions, includes the gradual finalisation of the tools for managing and supporting the prevention of risk. The rewriting of several sections of the Plan was performed to guarantee simplification and greater harmonisation with respect to the internal regulatory framework of the company, while maintaining the methodology followed in the previous PTPC.

Therefore, the current PTPC 2022-2024, continuing with the logic of constant updating, is in continuity with what has already been done in the PTPC 2021-2023.

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

- **transversal control principles that apply to all processes and company areas;**
- **specific protocols for the "General Areas" envisaged by the PNA:** consist in the formalisation of behaviour that seek to standardise and to guide the performance of certain sensitive activities, especially from an anti-corruption perspective;
- **anomaly indicators:** with regard to the General Areas of risk, based on the internal and external experience/knowledge of the Company, anomaly indicators have been developed for the risks of corruption identified. These indicators do not represent control measures per se, but rather act as an "impetus" for management to place greater attention on the activities they are responsible for, when said anomaly indicators emerge. In such cases, management must take all possible actions in a responsible and diligent manner, to verify the possible existence of actual corruption phenomena, informing the "Representative" and the RPC of the action taken or to be taken in order to manage the risk and monitor its development. After the current Risk Assessment project, these indicators will be extended to other risk areas. Moreover, these anomaly indicators are integrated/improved over time based on experience accrued in the field.

The same PTPC contains the following 4 additional protocols associated with the "General Measures envisaged by the PNA" and other measures specific to public services:

- Protocol on conflicts of interest;

- Protocol on the disclosure of confidential company data, information and documents;
- Protocol on the protection of the whistleblower;
- Protocol on relations with authorities/bodies and indications received from external parties regarding the management of the business activities of RAI SpA.

The measures introduced in this PTPC, as well as being complementary to one another, add to the internal regulatory framework in force and prevail in the event of any discrepancy.

## 8.2 Principles of transversal control

Specifically, the PTPC requires the systematic and transversal adoption of the following transversal control principles in all company processes and areas:

- **subdivision of tasks and responsibilities:** the subdivision of tasks (which at times require a separation of functions) between the players involved in each sensitive company process, may be implemented also by means of organisational tools. This principle envisages that, in the performance of any activity whatsoever, different parties in possession of the appropriate powers, are involved in the implementation and authorisation stages. The function of this control measure, as a whole, is to mitigate discretionary power in the activities and in individual processes;
- **traceability of processes and of activities** This principle envisages that, in the performance of activities, staff and management adopt all of the precautions able to guarantee the correctness, transparency and effective reconstruction over time of the substantial aspects of the decision-making and control process, which characterised the management and authorisational stages.
- **respect for roles and the responsibilities of the process** This principle is implemented by identifying suitable organisational tools, clearly and formally identifying responsibilities and attributing them to personnel, as well as identifying and attributing internal authorisation powers and external representation powers;
- **provision of process rules** This principle coincides with the codification of the operating and management procedures retained adequate and which must be complied with when performing said procedures. Implemented by RAI SpA also through the business process model, defined with a view to value creation (value chain), seeks to normalise conduct with respect to the guidelines policies established by the company;
- **No conflicts of interest:** The conflict of interests, regarding of its intensity (apparent, potential or tangible) occurs in all cases where a person holding a role or a person in charge of an activity

that is performed in the public and general interest, and is, at the same time, also the bearer of a related private interest, in the same realm, who can interfere with or change the decision-making process. The parties involved in any way in Rai S.p.A procedures must act with the highest levels of ethics, as also provided for by the Code of Ethics of RAI SpA. Therefore, all parties of RAI SpA must seek to avoid and/or manage any situation and activity in which a conflict of interest arises, which could interfere (or could potentially interfere) with the ability of the employee or collaborator to act in compliance with his duties and responsibilities, in full compliance with the principles and content of the Code of Ethics, Model 231, the PTPC and the PTCA. This principle is explicitly illustrated under “The general measures envisaged by the PNA and others specific to public services” in the “Protocol on conflicts of interest”;

- **confidentiality:** without prejudice to the observance of the principle of transparency and the disclosure obligations imposed by the laws in force, all employees and all parties who have contractual relations with RAI SpA must guarantee the confidentiality required by the circumstances, for each piece of news/information acquired due to their position.

The main task of the training plan is to guarantee suitable support in making all players aware of the prevention measures contained in the cited protocols and control principles.

**“Assignment of works, services and supplies”**  
**Area**  
**(Anomaly Indicators and Protocols)**

### 8.3.1 Protocols regarding the “Assignment of works, services and supplies” Area

The responsibilities, the obligations and the operating procedures for assigning works, services and supplies, are regulated by specific provisions and company procedures.

The above provisions also regulate the contracts of the radio and television sector, in compliance with that established by the RAI Reform Law (Law 220/2015) and by the Code for Tenders (legislative decree 50/2016). Within the contracts of the radio and television sector<sup>25</sup> (including the facilities for sports events), a derogation is made to the rules and regulations of ordinary sectors, subject to the general principles of cost-efficiency, effectiveness, impartiality, equal treatment, transparency, proportionality, publicity<sup>26</sup> and, where applicable, with regard to the specific subject of the contract, protection of the environment and energy efficiency.

The applicant corporate departments/structures and those in charge of the purchase guarantee constant monitoring of compliance with the protocol and will report any potentially anomalous situations, and the related initiatives taken to improve prevention measures, to the CEO and RPC.

The following sanction is linked to each protocol: *“Any party who violates the protocol, without suitable justification, will receive a sanction commensurate to: (i) the gravity of the infringement, (ii) the consequences of the infringement, (iii) the degree of blame and intention of the agent and the repeating of the violation, (iv) the position held. Any party who failed to challenge or impose the sanction, without suitable justification, will be subject to the same sanction.”*

#### 1. Protocol on requirements management

**Objectives:** determining the subject of the assignment must meet the effective needs of the company and avoid situations in which activities take place that give certain participants an advantage. The general principles of impartiality, transparency, effectiveness, efficiency and internal control should be respected.

**Obligation:** when determining the subject of the contract to be assigned, the competent functions are obliged to adopt criteria that are as objective, standardised, pre-established

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<sup>25</sup> “Radio and television sector” means contracts that are wholly or partially excluded from the Code for Tenders.

<sup>26</sup> To the extent of the protection of confidentiality for reasons relating to competition.

as possible, and in any event related to the needs of the Company, in accordance with the editorial autonomy expressly granted to journalistic Management Departments/Publications.

The requirements of the individual company Management departments must be clearly stated by the same through the issue of a Purchase Request (hereinafter PR), with the exception of the cases envisaged by company provisions in force.

The PR must reflect: i) real requirements and the required level of quality; ii) the timing envisaged for the consumption of or the commitment of the services (supplies, services and works); iii) the principles of free competition, equal treatment, non-discrimination and transparency.

In the event of potentially or significantly restrictive specific conditions, relating to social or environmental needs, the Department in charge of the purchase must return the mentioned technical documentation to the requesting department, indicating the reasons for the rejection and/or equivalent specific conditions, in functional and performance terms, to those proposed. In the event in which - to be considered exceptional - it is necessary to establish restrictive technical specifications, the related purchase request must be adequately justified by the competent organisational level of the requesting department and dated and signed by the same.

The requesting departments must avoid fractioning requirements by making a number of purchase requests relating to objectively unitary contractual transactions in terms of the subject and/or the business operator.

With the exception of the cases envisaged by company regulations in force, all parties are prohibited from providing and/or disclosing documents, data and information relating to assignment procedures (and related activities) for works, services and supplies, that could, even at a later stage, result in an undue benefit and/or direct or indirect advantage for even just one of the participants and/or the other parties.

With a view to avoiding direct or indirect advantages for even just one of the participants and/or the other parties, the person that draws up the technical specifications or equivalent document - in the cases in which this is envisaged by law and by the relative company regulations - shall be formally assigned this task, in advance, by the hierarchically senior position of the department office to which he belongs. The Department in charge of the

Purchase will be informed of said appointment in the PR. Any exceptions must be appropriately justified on the basis of a preliminary risk assessment of the area in question.

## 2. Protocol on the management of the assignment procedure

**Objectives:** assignment procedures must be correctly performed, in other words, the purpose of the same must be achieved and the results of the same must not favour or facilitate unlawful agreements.

**Obligation:** the assignment procedures must meet the criteria and the principles of cost-efficiency, effectiveness, impartiality, equal treatment, transparency, proportionality, publicity<sup>27</sup>, protection of the environment and energy efficiency.

The transparency of relations between the commissioning body and the business operator interested in the procedure must be guaranteed, preferring formal and transparent channels to unofficial and not perfectly monitorable means of communication.

With regard to the implementation of the assignment procedures, phenomena that are potentially associated with unlawful conduct must be monitored. A reference parameter (by way of example, but not limited to such) that may be applied to the various forms of supplier selection, is represented by the categorisation made in the AGCM resolution of 18 September 2013, which the Departments in charge of Purchasing must take into serious consideration. Said Departments have an obligation - especially with regard to tenders above the threshold - to inform the AGCM of any cases that are considered to show suspicious anti-competitive behaviour (boycotting the tender<sup>28</sup>; opportunistic offers; suspicious subcontracting or ATI; rotation of offers and market division; alarm signals regarding the manner of participation in the tender), also informing the CEO and the RPC.

Checks must be made and traced with a view to proving that the general and special requirements of the successful bidder/subcontractor have been met, in accordance with legal provisions for the ordinary sectors (in accordance with Article 80 of Italian Legislative Decree 50/2016) and in compliance with the specific provisions and company procedures of the radio and television sector.

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<sup>27</sup> To the extent of the protection of confidentiality for reasons relating to competition.

<sup>28</sup> The main symptoms of a boycott, with a view to extending the contract with the usual supplier or to sharing the work or the supply on a pro rata basis between all of the interested companies, are: 1) no offer is submitted; 2) a single offer is submitted or a number of offers that is in any event insufficient to proceed with the award of the contract; 3) offers for the same amount are submitted, especially when the tender procedures envisage the cancellation of the tender or the division of the tender on a pro rata basis in said circumstances.

(Also) in light of the nature or the amount of the order to be assigned, if the requirements are met, the Company will evaluate whether to: i) draw up tender protocols and integrity pacts that are able to raise the level of supervision over unlawful behaviour; ii) include the tender protocols and the integrity pacts prepared in the tender documentation and get the contractor to sign them; iii) add a provision to the notices, calls for tenders or invitation letters according to which the failure to fulfil the clauses containing the tender protocols or integrity pacts (where stipulated) may be considered a cause for exclusion from the tender or the cancellation of the contract. The implementation measures identify the types of contractual cases that must be the subject of tender protocols and the most appropriate clauses (for example express cancellation clauses) to be included in the same, in light of the specifications of ANAC and of the other competent public authorities.

The Department in charge of the purchase monitors the exclusions of competitors in tenders due to the non-fulfilment of general and special requirements.

### 3. Protocol on contract management

**Objectives:** managing the implementation of the contract must be such as to prevent the emergence of unlawful facts, also due to the failure to correctly monitor the supplier's fulfilment of its obligations by the contract manager.

**Obligation:** inclusion in all RAI SpA contracts of the name of the person responsible for managing the contract.

The person responsible for managing the contract must be provided with the contractual documentation needed to be able to fulfil his obligation to monitor and check correspondence between the supply/service rendered and that envisaged in the contract, in order to correctly fulfil his responsibilities. The person responsible for managing the contract has an obligation to confirm that the supplies/services have been provided in accordance with the terms of the contract, and must collaborate with the unit that utilises the supplies/services.

The provision of the services by the contractor is subordinate to the finalisation of the contract. In exceptional cases, adequately justified by the requesting office, in accordance with the legislative provisions applicable to the case in question, the provision of the services is subordinate to a request for early provision by the Department in charge of the purchase, signed by the competent organisational level.

If the requirements have been met, the person in charge of managing the contract, together with the Department in charge of the purchase, and in accordance with the procedures and restrictions envisaged by the law, initiates collaboration mechanisms with the ANAC, adequately informing the CEO and the RPC, if the circumstances envisaged by Article 32, subsection 1 of Italian Legislative Decree No. 90 of 2014 arise, namely in the presence of noted irregular situations and in any event, which indicate unlawful conduct or events relating to the company that was awarded the contract.

The legal restrictions that apply to contractual changes must not be circumvented and the use of contractual extensions/renewals must be made in accordance with the law, must be adequately justified and related to objective circumstances, which lead to the conclusion that the extension of the service covered by the contract is absolutely necessary, cannot be postponed and that it is in the interests of the company not to interrupt the provision of the same.

The contractor must clearly indicate the companies, also with regard to the management and ownership of the same, directly and indirectly involved in the provision of the service, by way of subcontracting arrangements, as well as any later change to the same for whatever reason. Total and "second level" subcontracting arrangements are prohibited.

Obligations relating to the traceability of cash flows must be included in tender contracts co-production tender contracts, and said obligations also apply to subcontractors and parties included in the chain relating to the service provisions. Indicating or suggesting the names of subcontractors preferred by RAI SpA to contractors is prohibited.

It is prohibited to stipulate novation transactions with regard to the requirements made of the contractors selected by means of a public tender (such as settlement agreements, which, by substantially altering the contractual structure defined with the award, are considered a new source of the relationship and act under a different title to the award of the contract).

As regards contracts awarded through public tenders, for the purposes set forth above, the department in charge of the purchase, in agreement with requesting departments, must inform the GM and the RPC of the reasons why an amicable or settlement agreement should be activated and, in particular, the reason why jurisdictional proceedings should not be launched.

## 8.3.2 Anomaly indicators for the “Assignment of works, services and supplies” Area

The anomaly indicators associated to each stage of the “Assignment of works, services and supplies” area are illustrated below:

### A) Preparation of specifications

1. Frequent use of non-fungible products/services and/or restrictive performance/functional requirements;
2. Behaviour of suppliers is inconsistent with the state of progress of the assignment procedure (e.g. disclosure of confidential information);
3. Appeals against calls for tenders by competitors excluded through the definition of unlawful and discriminatory exclusion requirements or more generally requirements and/or anomalous technical specifications that may benefit a specific competitor.

### B) Preparation of the Purchase Request (PR)

1. Systematic issues of purchase requests as a matter of urgency or close to the start of the service;
2. Systematic issues of purchase requests as a matter of urgency relating to services that will be performed at a much later date (not urgent);
3. Frequent use of individual assignments of the same nature, where these could be objectively planned, also on the basis of historic data.

### C) Assignment protocol

1. Low level of turnover of buyers, when the identification of the supplier is based on product class;
2. High percentage of parties foregoing submitting offers and/or receipt of less than three offers for a tender;
3. Minimum markdowns or rejections close to the time of the tender (notice);
4. Excessive number of offers excluded in a single procedure;
5. Presence of offers that are anomalous in economic terms (excessively high or excessively low with respect to other offers received and/or the economic value expected for the specifications of the tender);

6. Violation of the legal restrictions for the stipulation of contractual variations through the finalisation of new contracts assigned to the contractor by means of direct negotiations, related to the original tender.

#### **D) Contract management - Inspections**

1. Presentation/acceptance of invoices without sufficient indication of the services rendered;
2. Payments made to different parties/parties that do not correspond to the details of the supplier and/or to a different location to that in which the service was rendered or different to the location of the supplier's registered office;
3. Use of untraceable payment instruments;
4. Absence of challenges and failed application of penalties where applicable;
5. Presence of documents without dates and/or signatures;
6. Presence of documents signed by only one of the parties to the contract;
7. Frequent payment of penalties (to suppliers or Companies) for unilateral withdrawal;
8. Absence of documentation proving the services/supplies received and lack of traceability of the checks made;
9. Excessive and inadequately justified delays in the issue of inspections/payment approvals.
10. Advance not planned/explained by the performance testing.

## **Area**

# **“Personnel acquisition and progression” (Anomaly Indicators and Protocols)**

### 8.3.3 Protocols regarding the “Personnel acquisition and progression” Area

The competent corporate departments/structures guarantee constant monitoring of compliance with the protocols and report any potential anomalies to the CEO and RPC, alongside any related initiatives taken to improve prevention measures.

The following sanction is linked to each protocol: *“Any party who violates the protocol, without suitable justification, will receive a sanction commensurate to: (i) the gravity of the infringement, (ii) the consequences of the infringement, (iii) the degree of blame and intention of the agent and the repeating of the violation, (iv) the position held. Any party who failed to challenge or impose the sanction, without suitable justification, will be subject to the same sanction.”.*

#### 1. Protocol on hiring personnel

**Objectives:** to avoid that the activation, management or conclusion of recruitment, selection and assessment procedures for personnel, including internal personnel, may be directed towards corruptive agreements, and more generally, to cases that are classified as offences against the P.A. (in these procedures, there is a tangible risk that hiring personnel that do not fulfil the necessary requirements, represents the consideration for a corruptive agreement).

**Obligation:** the recruitment of personnel must take place exclusively on the basis of objective, justified and traced needs of the Company.

The recruitment process must be performed in compliance with the principles (including those of the EU) of transparency, publicity, impartiality and recognition of merit and through the use of tools that can guarantee effectiveness, efficiency, documentability and are such that ensure homogeneity and are of a systemic nature.

The responsibilities, the activities to be performed and the documentary evidence retained necessary so that the stages of internal and external search and the relative outcome can be traced and justified, are indicated below.

In recruitment procedures, also with a view to reducing the margin of discretionary power of the parties involved, the selection and assessment criteria of candidates must be: identified in advance, adequately documented, specific and objective, related to

effective needs of the Company, consistent with the characteristics requested for the position to be filled.

Before launching the recruitment stage to hire external personnel, a preliminary search of available internal resources that are able, in qualitative and quantitative terms, to fill the position sought, must be carried out. The parameters adopted to assess the ability to fill the position sought, based on objective and proportional criteria, must be established before the subsequent stages are carried out.

The preliminary search addressed to hiring external personnel will take place through job posting<sup>29</sup>: job posting must be concluded with documentary evidence of the reasons, also comparative, for the choice of the internal resource, or the reasons for the unavailability of internal resources, or for the availability that is lower than requirements, or the inadequacy of the internal candidates identified.

If the internal personnel search is unsuccessful, and is justified and documented as above, then personnel may be sought on the external market.

The recruitment stage addressed to hiring external personnel must be carried out, guaranteeing: i) the adoption of pre-established and objective assessment criteria, with a view to enabling the effective skills of the candidate to be assessed; ii) a plurality of candidates, based on the position to be filled and the professional specialisation required, ensuring a reasonable balance between maximum participation and selectiveness; iii) the absence of conflicts of interest between those making the selection or a stage of the same and the candidate; iv) compliance with the principle of separation of operational responsibilities, between the function that makes the selection and that which prepares the employment contract; v) documentary evidence of the business units involved with regard to the their positions.

The choice that concludes the selection must be adequately justified and documented so as to allow the strict correlation between the need indicated and the professional qualities of the resource identified to be highlighted, especially in the case of a single candidate.

Adequate contractual formats must be defined, forming the basis for the preparation of contracts of employment by the business units in question, also envisaging a specific clause of commitment to gain awareness and to comply with the Code of Ethics, the

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<sup>29</sup> Without prejudice to the cases of exclusion included in this protocol and to the other cases of searches for internal resources by means of the screening of *curricula vitae* and/or the examination of references and skills and/or procedures regulated by specific provisions published in the "Legislation" sections of the corporate internet portal.

Organisation, Management and Control Model 231 and the PTPC of the Company.

The prohibitive conditions to engagement must be expressly included in recruitment procedures.

The skills of the candidates must be certified in an objective and verifiable way; at the time of hiring, the same must formally declare that there are no and no potential conflicts of interest or incompatibly<sup>30</sup>.

The structural and numerically relevant needs (e.g. higher than 5 units), linked to the Company's development dynamics or to the maintenance of service levels and which refer to professional profiles of a non-executive level, are met, without prejudice to the prior internal survey, possibly even made without recourse to job posting, through external selections made public and governed by the dedicated company procedure, subject to authorisation by the highest organisational level of the company. The same procedure applies to the needs related to specific professional profiles that, in relation to the specific tasks assigned, are not present in other corporate divisions or in other Group companies.

The following are identified a priori and excluded from the indicated recruitment and selection criteria:

- a) cases which are exceptions, adequately reasoned and subsequently authorised by the competent organisational level, like the holders of positions characterised by relationships of professional trust at the highest level of responsibility in publishing and management, such as those reporting directly to the Chairman, the Chief Executive Officer and all the Department Manager roles;
- b) workers whose recruitment and/or hiring methods are contemplated and/or regulated by valid trade union agreements as well as workers that were already engaged by the group by the date of the first approval of the document "Criteria and procedures for personnel recruitment and for the award of partnership assignments";
- c) recruitment plans for workers registered in the targeted placement lists pursuant to Law No. 68/99 and subsequent amendments and additions. In this case, the hires can be regulated by specific agreements. Candidates who apply to the Company spontaneously, by registering in the Corporate Database, as well as through the competent offices set forth in the cited Italian Law 68/99, in the event of a pre-selection request by the Company in accordance with Article 7, subsection 1 of the same law;

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<sup>30</sup> See: cases contemplated in Italian Legislative Decree 39/2013 and Italian Legislative Decree 165/2001.

d) exceptional and/or objectively urgent cases, relating to fulfilling the mission of Public Service, to the continuity of scheduling and/or of information, determined by unplanned events, adequately justified and subsequently authorised by the competent organisational level.

Company provisions regulating responsibilities, obligations and operating procedures of personnel recruitment, including exclusions, are based on principles of transparency, publicity, impartiality and recognition of merit and are adopted systematically and uniformly.

## 2. Personnel progression protocol

**Objectives:** To avoid that the activation, management or conclusion of recruitment, selection and assessment procedures for personnel, including internal personnel, may be directed towards corruptive agreements, and more generally, to corporate malpractice.

Personnel career progression means the process to value skills acquired, performance and the role held by the employee, through a clear, traced approach, as regards duties carried out and results and objectives achieved.

**Obligation:** adopt a personnel progression assessment system, in compliance with principles of transparency, impartiality and recognition of merit, which values and rewards the role held in the Company, individual and team professional abilities, from a selective viewpoint.

To identify potential recipients of management initiatives, in compliance with principles of separation and absence of a conflict of interest, a formal and motivated proposal from the hierarchical line of the resource concerned is necessary, assessed by the competent Human Resources and Organisation Department, or officers, through the use of tools that guarantee effectiveness, efficiency, traceability and documentability.

Company provisions regulating responsibilities, obligations and operating procedures of personnel recruitment, including exclusions, are based on principles of transparency, publicity, impartiality and recognition of merit and are adopted systematically and uniformly.

## 3. Personnel rotation protocol

**Objectives:** the principle of rotation of executives and officers in sectors that are particularly exposed to the risk of corruption seeks to discourage the formation of

“privileged” positions in the direct management of certain activities, avoiding that the same officers personally handle the same for any length of time. In any event, it will always be important to avoid rotations prejudicing professional expertise, as well as the quality and continuity of the service, in compliance with labour law legislation.

**Obligation:** the Company identifies the organisational positions considered significantly exposed to the risk of corruption and draws up rotation plans that are compatible with the higher need to ensure smooth management and the maintenance of an adequate level of service in each of the areas identified.

Company provisions regulating responsibilities, obligations and operating procedures of personnel rotation are based on principles of transparency, publicity, impartiality and recognition of professionalism and are adopted systematically and uniformly.

#### **4. Protocol on unassignability, incompatibility or other impedimental causes (e.g. pantouflage)**

**Objectives:** to avoid taking on or awarding assignments to employees and collaborators, or including the same in selection and award committees, when they have been condemned of improper conduct, such as in the case of a criminal conviction, or who are in a situation of unassignability, incompatibility conflict of interest or are in any other impedimental situation, which may compromise the addressees' trust in the impartiality of the action.

**Obligation:** in procedures to take on and award assignments of responsibility, also to executives, causes of incompatibility, unassignability (e.g. offences against the P.A.) or other impedimental causes (e.g. Pantouflage<sup>31</sup>, conflict of interest), as well as the checks to make to verify effective compliance, identifying roles and responsibilities.

The interested parties make a formal declaration that there are no causes for incompatibility, unassignability or any other causes that may impede their hiring or the award of the assignment or their inclusion in selection and award committees, also when this emerges during the course of their employment.

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<sup>31</sup> *Pantouflage*: in order to ensure compliance with the provisions of Article 53, subsection 16-ter of Italian legislative decree No. 165 of 2001, and to avoid hiring employees who, in the past three years of service, have exercised authoritative or contractual powers on behalf of public administrations, vis-à-vis the Company, it must be guaranteed that: a) in the various forms of personnel selection, the obstructing condition known as “pantouflage” must be expressly included; b) interested parties must declare that there is no impediment; c) specific supervisory measures must be carried out, in accordance with independently established criteria, also if necessary according to established procedures and on the indication of internal and external parties. (See Source: ANAC Ruling No. 8 of 17 June 2015).

Company provisions regulating responsibilities, obligations and operating procedures of incompatibility, unassignability or other impedimental causes are adopted systematically and uniformly.

## 5. Protocol on the award of assignments to external consultants

**Objectives:** to avoid that the award of assignments to external consultants may encourage entering into unlawful agreements of a corruptive nature. Procedures for the award of assignments to parties external to the Company must be correctly performed, so the purpose of the same must be achieved and the results of the same must not be falsified.

**Obligation:** the award of external assignments must take place exclusively on the basis of objective, justified and traced needs of the Company.

Collaborative assignments are defined as services performed in the execution of self-employment contracts, including in the types of temporary work and coordinated and continuous collaborations.

As regards professional appointments (which include but are not limited to patronage, legal and tax advices, medical assistance, engineers, architects and experts)<sup>32</sup> reference is made to the specific lists of professionals, produced and managed, according to criteria of specialisation and experience, by the Departments concerned, and to specific procedures that take into account the specific aspects of the reference sector or specific protocols in this plan.

For collaboration assignments, the Department in charge preparing the award must carry out a preliminary assessment of professional resources already in the Company, where present, using internal recognition tools. After a traceable and justified recognition process, the above professional resources are lacking, or insufficient, or inadequate to achieve the objective, activities needed to identify suitable resources in the external market may be started.

In particular, the requesting Department in proposing a name for the appointment must justify the previously identified criteria that underpin the choice, with reference to the skills, professionalism and experience of the individual identified in a given field and/or subject.

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<sup>32</sup> In any case all persons exercising professions regulated or governed by provisions contemplated in Articles 2222 and subsequent of the Italian Civil Code.

In choosing the names, the requesting Departments must follow a rotation criterion, avoiding the appointment of the same party to further assignments characterised by a functional connection (i.e. tying) or which are objectively unitary.

External assignments may not be awarded for constant and permanent requirements of the Company, which may be met by using employees; the duration, purpose and fee of the assignments must also be established, taking into account the characteristics of the assignment as well as market values and company standards for similar services.

Adequate contractual formats must be defined, forming the basis for the preparation of contracts of employment by the business units in question, also envisaging a specific clause of commitment to gain awareness and to comply with the Code of Ethics, the Organisation, Management and Control Model 231 and the PTPC of the Company.

In the procedures for the assignment of tasks, any conditions precluding the assignment must be expressly inserted.

Contract renewal is considered as a new contract.

Without prejudice, in any event, to adequate justification and the subsequent authorisation from the competent organisational level, cases of exclusion from the indicated criteria in award procedures, also only partially, regard:

- i. editorial, authorial and artistic professional profiles, functional to the provision of audiovisual and radio and television media services, including therein those with exclusive rights and considered unique;
- ii. cases which are exceptional and/or of objective urgency, connected to the fulfilment of the Public Service mission, continuity of the schedule and/or information, determined by external causes that cannot be programmed;
- iii. exceptional cases characterised by a close relationship of professional trust and/or confidentiality with the top management and a high level of technical-specialist content relative to the assignment to award, such as to allow RAI to maintain or improve its competitive level in the target market.

Company provisions regulating responsibilities, obligations and operating procedures to award assignments to external collaborators, including exclusions, are based on principles of transparency, publicity, impartiality and recognition of merit and are adopted systematically and uniformly.

### **8.3.4 Anomaly indicators for the “Personnel acquisition and progression” Area**

The anomaly indicators associated to each stage of the “Personnel acquisition and progression” area are illustrated below:

#### **A) Personnel recruitment**

1. Selection of personnel, who appear not to meet requirements and/or do not have the professional expertise requested/necessary;
2. Refusal and/or reticence to declare an absence of conflict of interest and/or causes of unassignability or incompatibility.

#### **B) Career progression, award of bonuses and incentives, indemnities and additions to Payroll**

1. Career advancements and/or award of bonuses and incentives in the absence of formal performance appraisals;
2. Award of bonuses to employees for amounts higher than the category average and not suitably justified;
3. Award of bonuses, incentives or career advancements to personnel who are the subject of serious disciplinary proceedings and/or are involved in legal proceedings in which the Company is also involved;
4. Award of indemnities not justified in terms of service;
5. Failure to formalise wage increases and bonuses.

#### **C) Award of partnership assignments**

1. Award of assignments to unqualified professionals and/or that do not have the necessary experience in the area of the assignment;
2. Frequent awards of partnership assignments in the absence of competitive selection;
3. Frequent contracts and/or for a considerable duration with former employees;
4. Award of partnership assignments for generic services;
5. Reimbursement of expenses not envisaged in the contract;
6. Unusually high payments or payments that appear to be excessive and unreasonable with regard to the service rendered;

7. Award of assignments, also in the case of the availability of adequate internal resources.

#### **D) Application of the disciplinary system**

1. Failure to apply and/or unjustified application of the disciplinary system in the event of confirmed infringements;
2. Failure to and unjustified confirmation of reports of infringements received.

#### **E) Management of business travel and expenses**

1. Reimbursement of business travel expenses when justification documents are incomplete or missing.

#### **F) Entertainment expenses**

1. Reimbursement of entertainment expenses to unauthorised parties;
2. Reimbursement of entertainment expenses with generic justification as to the purpose and the addressees;
3. High concentration of entertainment expenses in an organisational unit with respect to the company average.

#### **G) Social security inspections**

1. Missing or incomplete inspection reports by the external parties assigned;
2. Expenses accrued by the units assigned to oversee inspections, which are not documented and/or cannot be documented.

#### **H) Receipt of gifts from Third parties**

1. Receipt of gifts not declared by the employees.

#### **Out-of-court agreements**

1. Entering into out-of-court agreements that are not consistent with internal evaluations of the likelihood of losing the case;
2. Entering into out-of-court agreements relating to a generic claim.

#### **L) Cross-process**

1. Significant changes in the lifestyle of an employees;
2. Contingent economic and financial difficulties of an employee;
3. Poor use of holiday leave and permits;

4. Irregular obligations concerning attendance management (i.e., incorrect use of badges, inconsistent requests/statements);
5. Carrying out activities/assignments other than working activities.

**“Legal and Corporate Affairs”**  
**Area**  
**(Anomaly Indicators and Protocols)**

### 8.3.5 Protocols regarding the “Corporate and Legal Affairs” Area

The competent corporate departments/structures guarantee constant monitoring of compliance with the protocols and report any potential anomalies to the CEO and RPC, alongside any related initiatives taken to improve prevention measures.

The following sanction is linked to each protocol: *“Any party who violates the protocol, without suitable justification, will receive a sanction commensurate to: (i) the gravity of the infringement, (ii) the consequences of the infringement, (iii) the degree of blame and intention of the agent and the repeating of the violation, (iv) the position held. Any party who failed to challenge or impose the sanction, without suitable justification, will be subject to the same sanction.”.*

#### 1. Protocol on relations with Bodies/Authorities with criminal jurisdiction and with powers of judicial investigation or inspection

**Objectives:** to guarantee the correctness, transparency and traceability of relations with Bodies/Authorities with criminal jurisdiction and with powers of judicial investigation or inspection (hereinafter "Bodies"), reserving the right to manage/ownership of the same to the competent units, also through a uniform approach to behaviour to adopt in the case of access to company sites or places by representatives of the Bodies. The purpose of this is also to identify roles and responsibilities and to regulate the procedures of conduct and of involvement of the competent company units, also considering the provisions contained in the Organisation, management and control model in accordance with Italian Legislative Decree 231/2001.

**Obligation:** RAI SpA's Legal and Corporate Affairs Department exclusively coordinates and manages relations with the Bodies, also regarding requests for information and/or the presentation of documents, apart from the case where the Bodies identify a different contract and save for the independence and the responsibility of individual Group companies.

Employees and collaborators involved in a civil, criminal, administrative or accounting lawsuit relating to facts that occurred while in employment and directly related to the performance of the activities and the assignments awarded to the same, must immediately inform RAI SpA's Legal and Corporate Affairs Department as soon as possible, following the procedures envisaged by RAI's internal regulations in force in this regard.

RAI SpA's Legal and Corporate Affairs Department specifically requests Employees and Collaborators to provide truthful, in-depth statements following requests from the Bodies.

## 2. Protocol on external legal counsel assignments

**Objectives:** to regulate the consultancy or legal patronage services provided to RAI SpA, by establishing the roles and responsibilities of the main parties involved. In addition, to ensure that the consultancy and legal patronage services provided by external professionals, where the relative assignment originates from RAI SpA's Legal and Corporate Affairs Department, are performed with due diligence, professionalism, efficiency, transparency, correctness and in compliance with anti-corruption laws and, in general, with all applicable laws and statutory regulations, the Code of Ethics, the 231 Model and the PTPC.

**Obligation:** The selection of external legal counsel, where relevant to RAI SpA's Legal and Corporate Affairs Department, is carried out - considering the nature, the complexity and the specific characteristics of the assignment - by means of a traceable process, based on the criteria, including alternative criteria, indicated as follows: (i) degree of specialisation with respect to the subject matter of the assignment; (ii) efficiency and willingness in performing the assignment; (iii) reputation; (iv) a knowledge and understanding of internal company processes; (v) consequentiality (such as during various levels of rulings) in relation to previous appointments; (vi) complementary or equivalent aspects in relation to other assignments concerning the same area of the award; as well as the non-existence of convictions or preventive measures for offences against the Public Administration and, in any event, for offences that impact the professional morality and/or of situations of incompatibility and/or of conflict of interest, which may be verified also by means of self-certification at the time the assignment is awarded.

With the exception of cases of the award of legal patronage, the selection process for legal counsel, where relevant to RAI's Legal and Corporate Affairs Department, must include - considering the nature, the complexity and the specific nature of the assignment - a prior search for the internal availability of the professional expertise required by the nature of the assignment that is to be awarded. In the event that internal resources are unavailable due to saturation, or resources do not have the necessary experience or specific competencies required for the assignment, or in the case in which a second opinion is needed, or an independent opinion or a pro-veritate opinion, the assignment will be awarded to an external law firm on the basis of the above criteria.

RAI SpA's Legal and Corporate Affairs Department keeps a list of external law firms, that it uses for legal patronage services. RAI SpA's Legal and Corporate Affairs Department also uses external law firms with whom special agreements are not made, that may be assigned legal advisory and/or legal patronage services, and whose names are included in a specific list. The above-mentioned lists are not made public and are only used for internal purposes. Inclusion on the lists does not constitute, in any manner, a commitment or an award of assignments to the professionals registered. The fees for the assignments awarded to authorised law firms are established by the tables attached to the agreements; the fee for the assignments awarded to law firms with whom special agreements have not been entered into, will be established the latter in advance, also taking into account the Ministerial parameters set forth in Italian Ministerial Decree 55/2014, with the exceptions indicated by the complexity or importance of the assignment. These lists are periodically updated and notified by RAI SpA's Legal and Corporate Affairs Department to the RPC.

Where with regard to a court or out-of-court related activity, it becomes necessary to appoint a technical expert witness, the Technical Department in charge of this area is informed.

### **8.3.6 Anomaly indicators for the “Corporate and Legal Affairs” Area**

The anomaly indicators associated to each stage of the “Legal Affairs and Disputes” area are illustrated below:

#### **A) Management of disputes and entering into settlement agreements**

1. Entering into settlement agreements with financial conditions that are not consistent with the opinions of the external law firms representing the company and/or with internal evaluations of the likelihood of losing the case;
2. Stipulating repeat settlement agreements with the same subjects.

#### **B) Selection of external legal firms and award of relative assignments**

1. Award of assignments to unqualified professionals and/or that do not have the necessary experience in the area of the assignment;
2. Award of repeat assignments or of a considerable duration to former employees;
3. Award of appointments with a general description of activities that do not comprise the object;

4. Recognition of the reimbursement of expenses not contemplated in relative agreements with the external legal firm;
5. Omitted traceability of the process of awarding the assignment;
6. Repeat award of assignments to external legal firms, despite the availability of internal resources with the necessary relative competence and experience;
7. Award of appointments to external legal firms that have a conflict of interest in the presence of significant indices that indicate the existence.

**“Management of income, expenses and assets”**  
**Area**  
**(Anomaly Indicators and Protocols)**

### 8.3.7 Protocols regarding the “Management of income, expenses and assets”

The responsibilities, obligations and operational procedures regarding the management of income, expenses and assets are governed by specific, ad hoc corporate provisions and procedures.

The competent corporate departments/structures guarantee constant monitoring of compliance with the protocols and report any potential anomalies to the CEO and RPC, alongside any related initiatives taken to improve prevention measures.

The following sanction is linked to each protocol: *“Any party who violates the protocol, without suitable justification, will receive a sanction commensurate to: (i) the gravity of the infringement, (ii) the consequences of the infringement, (iii) the degree of blame and intention of the agent and the repeating of the violation, (iv) the position held. Any party who failed to challenge or impose the sanction, without suitable justification, will be subject to the same sanction.”.*

#### 1. Protocol on the Management of income, expenses and assets

**Objectives:** applicable laws and regulations on economic-financial and financial statement disclosures require the preparation of detailed accounts, complete with all business transactions, adequately reflected in the relative books and records of the Company. The accounts of RAI SpA must comply with the applicable accounting standards and fully and transparently reflect the facts underlying each transaction. All of costs and revenues as well as the relative expenditure and proceeds and spending commitments must be promptly included in the economic-financial disclosures, in a complete and accurate manner and must have adequate supporting documents, issued in compliance with the applicable laws and with the provisions of the internal control system. All accounting records and the economic-financial disclosures provided, as well as the relative supporting disclosures, must be made available to internal and/or external control bodies which retain a right to such for different reasons.

As regards Asset Management, which for RAI SpA, given the significance of the amounts involved, regards both the management of tangible fixed assets (technical production equipment, IT equipment, real estate management etc.) and intangible fixed assets (in primis, the acquisition/realisation of radio-tv programmes, management of the relative

rights etc.), the Company adopts procedural (processes) and IT systems able to guarantee, during the various stages regarding both the purchase and subsequent management of individual assets (whether tangible or intangible) during the useful life of the same, until their final “disposal”, the adequate subdivision of tasks between the various company units that manage them.

**Obligation:** RAI SpA adopts an internal control system that works at different organisational levels, with a view to providing adequate certainty that any accounting records and/or transactions whose amount is inaccurate, caused by error or fraud, which are significant in terms of their impact on the annual financial statements or on interim economic-financial disclosures are promptly identified.

Such checks typically include: checks of accounting records, of the system of proxies and delegations and of authorisation to access the systems, reconciliations between internal and external information, consistency checks etc. Specific checks set in place regard both the operational and design aspects of the process.

RAI SpA conducts adequate and sufficient checks on its accounts and processes, so that:

- transactions are performed only with necessary authorisations;
- transactions are correctly recorded in order to enable the financial statements to be prepared in compliance with the applicable accounting standards and to guarantee that the accounts are kept correctly.

### **8.3.8 Anomaly indicators for the “Management of income, expenses and assets” Area**

The anomaly indicators associated to each stage of the “Management of income, expenses and assets” area are illustrated below:

#### **A) Acquisition and/or management of contributions and loans**

1. Opening of current accounts and credit facilities with banks not authorised by the control authorities - ECB, Bank of Italy - on exercising activities in Italy (outside Italy for correspondence offices);
2. Lack of reconciliation between the interest/fees received and the interest/fees envisaged contractually;
3. Frequent debt restructuring/renegotiation;

4. Obtaining/maintaining facilitated financial contributions when the required reconciliation is absent/lacking.

#### **B) Financial Transactions: Management of payments**

1. Payment of invoices in advance with respect to the terms established contractually;
2. Payment of invoices against a lack of or incomplete certification of the goods/services provided;
3. High number of payments made out of office hours or during holiday periods;
4. Presence of recurrent payments to suppliers for the same amount;
5. Presence of current accounts with no transactions;
6. Excessive number of current accounts opened at banks;
7. Ownership of accounts with foreign banks without evident reason;
8. Financial transactions with counterparties who have dubious reputations or with companies that no longer operate on the market;
9. Delay and/or failure to prepare bank reconciliations.

#### **C) Acquisition and maintenance of credit ratings**

1. Exchange of information with rating agencies made by parties that do not have prior authorisation;
2. Entertainment expenses accrued by the units assigned to oversee relations with rating agencies, which are not documented and/or cannot be documented;
3. Request/concession by the units assigned to oversee relations with rating agencies of gifts or other benefits addressed to parties belonging to rating agencies themselves or indicated by the same.

#### **D) Active and passive guarantees**

1. Stipulation of guarantees at non-market conditions;
2. Lack of/missing traceability of checks for consistency and admissibility of the active guarantees submitted;

#### **E) Credit management: write-downs, write-offs and granting of repayment plans**

1. Non-management of credit collection regarding non-performing exposures;
2. Unauthorised write-downs and/or concession of payment plans for loans;

3. Failure to block supplies of goods or services to customers in situations of insolvency;
4. Unauthorised changes to payment conditions entered in customer records.

**F) Management of customer and supplier accounts (invoicing and releasing payments)**

1. Presence in customer records of fictitious customers/suppliers and/or erroneous data;
2. Records of invoices that cannot be recorded;
3. Release of payments for invoices without approval;
4. Unjustified discounts/credit notes;
5. High level of accounting adjustments.

**“Assignments and Appointments” Area  
and  
"The general measures envisaged by the PNA and others  
specific to public services"**

### 8.3.9 Protocols concerning the “Assignments and Appointments” Area

The General risk area “Assignments and Appointments” envisaged by the PNA has been treated, transversally, in the specific protocols of the General Areas “Personnel acquisition and progression” and “Legal and Corporate Affairs”.

### 8.3.10 The general measures envisaged by the PNA and others specific to public services

The competent corporate departments/structures guarantee constant monitoring of compliance with the protocols and report any potential anomalies to the CEO and RPC, alongside any related initiatives taken to improve prevention measures.

The following sanction is linked to each protocol: *“Any party who violates the protocol, without suitable justification, will receive a sanction commensurate to: (i) the gravity of the infringement, (ii) the consequences of the infringement, (iii) the degree of blame and intention of the agent and the repeating of the violation, (iv) the position held. Any party who failed to challenge or impose the sanction, without suitable justification, will be subject to the same sanction.”.*

#### 1. Protocol on conflicts of interest

**Objectives:** to minimise the risk that an employee's or collaborator's secondary interest, or those of other subjects involved in any way in Rai Spa processes, interferes, or could interfere with the company's primary interest to pursue, reducing satisfaction, and the ability of the employee or collaborator, or supplier, to act in compliance with his duties and responsibilities.

**Obligation:** obligation of all addressees of the PTPC to comply with these specific provisions . A person who, even potentially, finds himself in a situation of conflict of interest must report it and abstain from participating in the decision-making process or activities which may involve, alternatively: i) his own interests; ii) the interests of his spouse, cohabitant, consanguine relatives, and relatives up to the second degree of affinity; iii) the interest of people with whom he has frequent relations. The person shall in any event abstain in any other case in which there are serious reasons of economic gain. In particular, the person who is a members of staff selection, contract selection or awarding committees is also obliged to abstain from voting, as well as distancing himself, if his presence may potentially

influence the free expression of will of the other members. The obligation to abstain also applies to any person working in the realm of inspecting the performance of collaborators or external suppliers.

The conflict may regard interests of any nature, also not relating to assets, such as those originating from the intention of exerting political pressure, pressure on trade unions or on hierarchical superiors. In all cases, any hypothetical conflict must be managed, regulated and stopped, relegating it to a potential status. The target parties of the PTPC must immediately inform their hierarchical superior or the competent company body in writing regarding the existence of the conflict. With the support of the relevant company departments, they will assess the effective existence of the conflict and will inform the CEO and the RPC of the measures taken to remove the effects of the same.

## 2. Protocol on the disclosure of confidential company data, information and documents

**Objectives:** without prejudice to legislative provisions regarding transparency, to reduce the risk of the undue external knowledge of confidential/reserved company data, information and documents.

**Obligation:** the obligation for directors, top management, employees and collaborators of the Company to channel confidential/reserved company data, information and documents<sup>33</sup> externally, only if: i) they fall in the category of those that may be disclosed by law; ii) they are disclosed by the specific company departments in charge of communication of this nature; iii) sent - in the case of the transmission of information to public authorities - to the body appointed to receive this information; iv) sent according to procedures established by law or by the company procedural framework and with procedures that enable the transmission (within the limits and according to the procedures established by applicable legislation), the contents and recipients to be traced.

## 3. Protocol on the protection of the whistleblower

**Objectives:** to raise awareness of and protect the activity of the whistleblower, whose role is in the public interest, as it contributes to the discovery, prompt if possible, the prevention

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<sup>33</sup> Including therein information regarding the status of the decision-making process of company case files.

of risk and harmful situations for the Company. The Company manages such reports and protects the whistleblower's confidentiality.

**Obligation:** In order to facilitate the receipt and correct management of reports, as well as to ensure the confidentiality of the identity of the whistleblower, different and specific communication channels must be employed.

All Rai employees who receive a report and/or who are involved, in any capacity whatsoever, in the investigation and treatment of the same, are required to ensure the maximum confidentiality on the facts reported and anonymity of the whistleblower, thus protecting the identity and good repute of the persons mentioned in the reports.

Adequate treatment of reports made in bad faith must also be ensured, condemning such conducts and any other hypothetical improper or intentional instrumentalisation of the institution. The process is monitored over time and is periodically reported to top management and to RAI SpA's control/supervisory bodies.

Company provisions regulating responsibilities, obligations and operating procedures are conducted with respect to the Protocol and are adopted systematically and uniformly.

#### **4. Protocol on relations with authorities/bodies and indications received from external parties regarding the management of the business activities of RAI SpA**

**Objectives:** to minimise the potential risk of indications and prescriptions that are not permitted, for the purpose of conducting the Company's activities and fulfilling its mission.

**Obligation:** within the framework of current legislation on the management of the public radio and television service, in compliance with the relevant legislation relating to the guidelines and the supervision of RAI SpA, as well as the various sector-related laws that relate to the business activities of RAI SpA, the directors, the top management, the employees and the collaborators of the Company have an obligation to put into effect, within the scope of the processes and their company positions, indications of any nature originating from external parties, only if: i) they fall within the prerogatives of the sending parties; ii) they originate from a body that is authorised to make indications of this type, iii) they are formal (within the limits and according to the procedures envisaged by the law in force); iv) they may be traced in the Company (within the limits and according to the procedures envisaged by the law in force).

## 8.4 Training

RAI SpA plans training and informative courses for top management bodies (BoD and Chief Executive Officer), for the control/supervisory bodies and for its employees on the topics of the prevention and suppression of corruption, on lawfulness, ethics, the criminal provisions relating to offences against the public administration, as well as on any topic that may be necessary and useful for the purposes of preventing corruption.

The purpose of the training initiatives is for participants to learn the topic of maladministration and the preventive and precautionary measures enacted to mitigate it, and also specific methods to correctly manage and implement this Plan.

The RPC, liaising with the Human Resources and Organisation Department decides which personnel should attend the training courses, considering the position of each person and the areas at the most risk of corruption.

The training programme is structured as follows: i) full or refresher training modules for employees, on an e-learning and/or through web conference held on the corporate platform, in order to include personnel that work at different locations throughout the country<sup>34</sup>; ii) web conferences mainly intended for newly hired personnel<sup>35</sup>.

The training modules may also be imparted on an "ad hoc" basis, beyond the standard training course if shortcomings have been noted and/or if there is a need for the RPC to strengthen controls in a certain area. Attendance is compulsory and the participation of each target party may be traced.

Updated educational training material is always available in the appropriate section of the company intranet.

The Human Resources and Organisation Department preserves and files all the relative documentation and periodically draws up a summary report for the RPC.

In the event of non-attendance that is not due to force majeure events (formal evidence required), the Human Resources and Organisation Department issues a disciplinary notice, which states the non-fulfilment of the obligations of diligence, correctness and good faith relating to the contract of employment and the training obligations under Italian Law 190/12, the Company discipline regulations and the Code of Ethics.

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<sup>34</sup> Special classroom training modules are provided to employees unable to attend e-learning training sessions.

<sup>35</sup> Method used prior to the COVID19 emergency. Can be used in the future, compatibly with specific legislative provisions.

## Chapter 9 - The PTPC implementation process: elements to support the correct implementation of the plan

### 9.1 Information flows from and to the RPC

Given that the exchange of information relating to anti-corruption strategy within RAI SpA is essential to encourage the involvement of all interested parties and to enable adequate awareness and commitment at all levels, a system that guarantees information flows from and to the RPC has been prepared, with a view to preventing corruption phenomena and improving the PTPC.

The main objectives of information flows are to: i) obtain information useful for identifying any «anomalous phenomena» in the reference process; ii) analyse the relative causes, in order to assist the Representative in identifying possible solutions, also management-related; iii) contribute, on a methodological level, to the structuring of appropriate tools to monitor and govern corruption and malfunctioning risks in analysed areas.

A summary is provided below of the main information flows activated.

	FROM RPC					TO RPC				
	Proposals for the Update PTPC	Half-early report on RPC activities	Annual Report on RPC Activities and ANAC Schedule	Significant disclosures received by RPC	Newsletters	Periodic information flows (six-yearly) regulated by specific methodology notes	Information flows per event	Half-yearly Reports	Audits/ Disclosures	Representatives certification Schedules
President	✓	✓	✓	✓						
Board of Directors	✓	✓	✓							
CEO	✓	✓	✓	✓						
Panel of Auditors		✓	✓	✓			✓			
Supervisory body ex Leg. Decree 231/01		✓	✓	✓			✓	✓		
Departments involved in the planned flows and relative Contacts (DCA, RUO, COO, TV Production, RF, RTA, IA, ALS, CFO)					✓	✓	✓		✓	✓
Other Departments and relative Contacts					✓		✓			✓
Publication of Rai website for Transparency	✓ PTPC Adopted		✓ ANAC Sheet							

## **9.2 Information flows with control/supervisory bodies and top management positions.**

A periodic flow of information from the RPC to the Chairman, Chief Executive Officer, the BoD and Control/supervisory bodies of RAI SpA is ensured regarding the results of the activities carried out in the reference period, as well as any infringements of the PTPC.

## **9.3 Information flows with other departments**

A reporting system has been activated and is constantly evolving in conjunction with several corporate units, such as Human Resources and Organisation, Legal and Corporate Affairs, Internal Audit, the Chief Financial Officer and the Departments in charge of Purchasing, according to pre-established criteria, also formalised in methodological notes, currently related to the Risk Areas: "Human Resources Management - Personnel Acquisition and Progression", "Legal and Corporate Affairs", "Management of income, expenses and assets" and "Assignment of works, services and supplies".

These notes describe the types of data, documents and information required, as well as the criteria, operating methods and periodicity which must be observed in the detection and transmission process, in relation to the objectives of monitoring and analysis.

Furthermore, the Legal and Corporate Affairs Department provides information regarding judicial proceedings, that the latter is aware of, filed against corporate bodies (and their members) and/or RAI SpA personnel and relating to the categories of offence envisaged by this PTPC.

The overall objective of the flows is to allow the RPC to obtain information as complete as possible and such as to be able to carry out cross-checks, also on a sample basis.

## **9.4 Reporting**

In accordance with Article 1, subsection 14 of the Italian Anti-Corruption Law, by 15 December of each year<sup>36</sup>, the RPC must publish an annual report drawn up on the basis and in the format of the standard scheme prepared by ANAC, on the Company's institutional website in the "RAI for Transparency" section. That standard scheme is sent and illustrated to the BoD, along with the report on the overall activities carried out by the RPC during the year.

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<sup>36</sup> Save for any extensions established by the Authorities.

The RPC reserves the right to inform the BoD of the progressive state of implementation of the activities of the time schedule of the PTPC by means of a specific half-yearly report.

If there is no RPC in the Company on a temporary basis, for any reason whatsoever, the report shall be prepared and published by the body in charge of adopting the PTPC which, in accordance with Article 1, subsection 8 of the Italian Anti-Corruption Law, is the BoD.

## 9.5 Transparency

Transparency is already, per se, an anti-corruption preventive measure. RAI SpA therefore complies with transparency obligations by ensuring the accessibility of information of public interest.

In accordance with legal and statutory provisions, (see Italian Law No. 220 of 28 December 2015 "Reform of RAI and of the public radio and television service" which amended the TUSMAR, now TUSMAV, later assimilated in RAI's Articles of Association), with a resolution dated 26 May 2016, the Corporate Transparency and Communication Plan (TCA Plan, last updated to July 2020) was adopted, published on the institutional website in the "RAI for Transparency" section and to which the reader is referred for details of compliance regarding transparency<sup>37</sup>.

## 9.6 Code of Ethics

The adoption of the Code of Ethics by RAI also represents one of the main implementing "actions and measures" for corruption prevention strategies and, as such, is synergic part of the PTPC. All directors, auditors, management and employees of RAI SpA must comply with the Code, as well as all of those that work towards pursuing the objectives of RAI SpA. More specifically, all employees and collaborators of RAI SpA must comply with the law, the regulations, the statutory provisions, ethical integrity and correctness, and these characterise the conduct of its entire organisation.

Therefore, corruption practices, unlawful favours, collusive conduct, solicitation, directly and/or through third parties, to obtain personal and career advantages for themselves or for others are, without exception, prohibited. Similarly, it is never permitted to directly or indirectly offer and/or accept payments, material benefits and other advantages of any

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<sup>37</sup> Managing the monitoring and the updating of the elements to be published as regards the implementation of the PTCA is entrusted to a permanent work group which is comprised of the following Departments/Offices: Purchasing, Legal and Corporate Affairs, Communications, Institutional Relations, Finance and Planning, Marketing, Human Resources and Organisation, Television and Artistic Resources, Governance and Corporate Secretariat, Staff of the Chief Executive Officer and General Manager Corporate, Social Budget and Unit for the Prevention of Corruption and Transparency Activities.

entity to third parties, government representatives, public officials and public or private employees, to influence or pay for an action contrary to or compliant with the duties of their office.

In order to guarantee the widest awareness and the standardised application of the provisions introduced by the Code, the RPC, in coordination with the Representatives and the relevant company offices and departments, seeks to:

- promote knowledge of the Code of Ethics by Employees and Collaborators of RAI SpA and by the other stakeholders;
- make personnel aware of the Code of Ethics and of this Plan through publication on the website and on the Company's intranet site, also planning training initiatives;
- provide specific indications for the complete and extensive consultation of the Code of Ethics as a hard copy and/or through the company website and full acceptance of its contents by new recruits;
- provide precise instructions as regards extending the obligations of conduct envisaged by the Code of Ethics to all collaborators and consultants with whatever type of contract or assignment and under any title, as well as to enterprises that supply goods and services and carry out work for RAI SpA. To this end, specific provisions on the complete and extensive consultation of the Code of Ethics, and cancellation or agreement termination clauses, in the event that the above obligations are infringed, are included in employment contracts, collaboration agreements and award of tender contracts.

The Code of Ethics has been updated several times over the years; the most recent update was on 14 January 2020. The Code has been added to with the inclusion of the principles of diligence, correctness, good faith and loyalty when employees and collaborators use digital devices. "Digital devices" are defined, as is the conduct to adhere to when using said devices (privately owned or company property), without prejudice to the freedom of expression, pursuant to article 21 of the Constitution.

## **9.7 Organisation, Management and Control Model**

In implementation of that envisaged by the provisions set forth in Italian Legislative Decree No. 231/2001, RAI has adopted the Organisation, Management and Control Model.

The prescriptions and the plans of action identified in the cited Model are considered, where applicable, also as control measures for the prevention of corruption in accordance with Italian Law No. 190/2012.

Said control measures, therefore, are considered as addition to and complementary to those established in this Plan.

Consequently, the provisions of the Plan regarding measures to monitor and supervise the implementation of the same, are coordinated with the content of said model, so that the provisions of the different documents are integrated.

## 9.8 Disciplinary System

RAI has its own disciplinary system, which is also applied to infringements of the PTPC.

In fact, an essential element to the functioning of the PTPC is the application of a disciplinary system that is able to sanction any behaviour that conflicts with the measures envisaged by the Plan. A sanction proportional to: i) the gravity of the infringement with respect to the protocol; ii) the consequences of the infringement; iii) the degree of blame and intention of the agent and recurrence of the violation; and iv) the position held will be imposed on any party who infringes the prescriptions of the Plan. Any party who failed to impose or challenge the sanction without suitable justification will be subject to the same sanction.

Compliance with the provisions and the rules of conduct envisaged constitutes fulfilment by the parties subject to the obligations envisaged by Article 2104, subsection 2, of the Italian Civil Code; the infringement of the measures indicated constitutes a contractual non-fulfilment which may be reprimanded in accordance with the disciplinary profile in accordance with Article 7 of the Workers' Statute (Italian Law No. 300 of 20 May 1970) and the regulations applying under the Collective Labour Agreements in force, and leads to the application of the sanctions envisaged by the disciplinary rules contained in the Disciplinary Regulations and according to the gravity of the infringement:

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

The sanctions envisaged by the disciplinary system, following the disciplinary procedure in accordance with Article 7 of the Workers' Statute, will be applied to all verified infringements of the provisions contained in this Plan, regardless of whether the offence was committed

and of the application and outcome of any criminal proceedings that may be filed with the judicial authorities.

All reports of infringement of the Plan, received by the relevant offices, will be the subject of a disciplinary investigation in case the subject of the report is potentially grounded. More specifically, if a potential infringement of the Plan is encountered, the consequent disciplinary procedure will be launched.

The RPC must be promptly informed of the start of the disciplinary procedure, for facts abstractly attributable to specific types of criminal offense or misfortune which this PTPC refers to, and of its conclusion (both in the event of the application of a sanction, and in case the proceedings are terminated).

The adequacy of the disciplinary system as regards the prescriptions of the Plan is monitored by the RPC.

## Chapter 10 - Planning

Approval of this PTPC entails the approval and agreement of the following planning schedule, which precisely states the projects whose implementation will be overseen by the RPC during 2022. The planning is updated and/or supplemented by the RPC based on the implementation status of the projects contained therein and/or of any further projects that may emerge during the course of the year.

The RPC periodically provides information to the BoD and the Control/supervisory bodies of RAI SpA on the projects contained therein and on the relative implementation status, indicating those completed, those in progress and any need for re-planning and/or addition, providing the relative justification.

ACTIVITIES	DATE OF COMPLETION	IMPLEMENTATION STATUS
Presentation of the annual report, jointly with the ANAC standard sheet, on anti-corruption activities carried out and the annual PTPC update proposal to be adopted by the Board of Directors	9 February 2022	✓
Presentation of six-monthly reports by the RPC to the Board of Directors regarding the anti-corruption activities carried out	July 2022	
Publication of the PTPC 2022-2024 on the company website by the RPC and simultaneous provision of information to the Board of Directors	10 February 2022	
Publication of the ANAC standard Sheet on the company website by the RPC	31 January 2022 <sup>1</sup>	
Presentation of the annual report, jointly with the ANAC standard sheet, on anti-corruption activities carried out and the annual PTPC update proposal to be adopted by the Board of Directors	15 December 2022 <sup>1</sup>	
Periodic information flow analysis and control, as foreseen by the Protocols	Six-monthly/Yearly	
Information flow per event analysis and control	Continuous	
Classroom and/or via multimedia tool training (e.g. E-learning course, web conference) for Rai SpA staff	Continuous	
Training / specific information for contact persons	Continuous	

<sup>1</sup> Deadline set ex lege, unless any extensions are granted by the Authority.

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Preventing corruption  
and transparency activities