

# **CORPORATE TRANSPARENCY AND COMMUNICATION PLAN OF RAI SPA**



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## Definitions

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Supervisory Board (SB):** body established pursuant to Article 6 of Legislative Decree 231/2001, with the task of supervising the functioning and observance of the Company's Organisation, Management and Control Model (MOCG), as well as the related updating;

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

**Piano Nazionale Anticorruzione, PNA (National Anti-Corruption Plan):** indicates the Plan approved by the ANAC to ensure the coordinated implementation of strategies for preventing corruption in public contexts developed at the national and international levels.

**Piano per la Trasparenza e la Comunicazione Aziendale - Corporate Transparency and Communication Plan (TCA Plan or PTCA):** means the plan envisaged for RAI by Italian law No. 220 of 28 December 2015 and Article 63, para. 10, let. g) of TUSMAV.

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

**Code of Ethics:** document adopted by RAI containing all the rights, duties and internal and external responsibilities of all the parties and members of the bodies operating with and in RAI, aimed at affirming recognised and shared principles and behaviours, including to prevent and combat possible wrongdoing.

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

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

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

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

**EU Regulation 2016/679 (GDPR):** Regulation concerning the protection of natural persons regarding the processing of personal data and the free movement of such data.

**Responsabile per la Prevenzione della Corruzione, R.P.C. (Corruption Prevention Manager):** this is the party that the Company has identified, taking into account the role played by the same according to the criteria outlined in Article 1, para 7 of the Anti-Corruption Law, for the parts applicable to the Company.

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

**TUSMAV – Testo unico dei servizi di media audiovisivi (Consolidated Law on Media and Audiovisual Services):** Legislative Decree no. 208 of 8 November 2021 implementing Directive (EU) 2018/1808 of the European Parliament and of the Council of 14 November 2018 amending Directive 2010/13/E.U. on the coordination of specific provisions laid down by law, regulation or administrative action in the Member States concerning the supply of audiovisual media services (Audiovisual Media Services Directive) in view of changing

market realities.

**TUSMAR – Testo unico dei servizi di media audiovisivi e radiofonici (Consolidated Law on Radio and Audiovisual Services):** Legislative Decree of 31 July 2005, no. 177, repealing art. 70 of TUSMAV effective from 25 December 2021.

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



## Introduction

R.A.I., pursuant to Article 59 of TUSMAV and Prime Ministerial Decree of 28 April 2017 on '*Granting of the public radio, television and multimedia service concession and approval of the annexed draft agreement*', is the exclusive concessionaire of the Italian public radio, television, and multimedia service. In light of the provisions contained in the Service Contract with the Ministry of Economic Development (2018-2022), RAI's actions are inspired, among others, by the principles of transparency. The share capital of RAI is currently held by the Ministry of the Economy and Finance with a shareholding of 99.5583%. In comparison, the remaining 0.4417% is owned by SIAE, the Italian Society of Authors and Publishers (a public Company with an associative base). Therefore, this characterises it as a company under public control.

With Law No. 220 of 28 December 2015, the '*Reform of RAI and the public radio and television service*' (hereinafter also the RAI Reform) was approved, coming into force on 30 January 2016. The RAI Reform provides, among other things, changes to some TUSMAR provisions (now included under the TUSMAV) and to the pre-existing organisational and Management structure of RAI; these changes have been incorporated into the Company's

Articles of Association.

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

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

As provided in para 21, letter g) of Article 63 of TUSMAV introduced by the RAI. Reform and RAI Articles of Association under Article 29, para 3, letter i), the TCA Plan is proposed to the Board of Directors by the Chief Executive Officer.

In particular, the Plan provides for:

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

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

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

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

For a systematic interpretation of the aforementioned obligations arising from different sources, it is believed



that those imposed on RAI by the special law prevail under the principle of 'specialty' and the 'chronological' criterion of the succession of regulations over time.

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

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

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

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

The keywords that allow the Company to operate ethically while respecting its own mission are Responsibility, Independence, Universality, Pluralism, Excellence, and Innovation.

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

## CHAPTER 1

# CORPORATE TRANSPARENCY AND COMMUNICATION PLAN

### 1.1 Relevant Principles

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

#### Truthfulness and Quality of data, documents, information

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

#### Demonstrability

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

#### Management awareness

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

#### Continuous improvement and excellent practices

RAI pursues the continuous improvement of the Plan based on the evolution of the benchmarking context and guarantees a constant updating of the same.

### 1.2 Obligations set out under RAI. Reform law

Law 220 of 28 December 2015 for the Reform of RAI, and in particular Article 2, para 1 - which amended Article 49, para 10 of the TUSMAR, and consequently the Articles of Association of RAI currently in effect - establishes that the Chief Executive Officer submits the Corporate Transparency and Communication Plan to the Board of Directors.

The Plan, pursuant to the provisions under Article 63, para 21. Let g) of TUSMAV, envisages:

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

- b) the publication on the Company's website of a series of data (including personal data) and information:
1. data on total investments earmarked for national audiovisual products and international co-production projects;
  2. CVs and gross remuneration, however denominated, received by members of the administrative and control bodies, as well as by managers of all levels, including those not employed by the Company referred to in Article 49-*quater* (external management positions), and in any case by the parties, excluding the holders of contracts of an artistic nature, who receive an annual all-inclusive remuneration payable by the Company of at least €200,000, with indication of any components which are variable or linked to the evaluation of the result, as well as any information related to the carrying out by the same of other offices or professional activities or the holding of offices in private law entities regulated or financed by the public administrations referred to in Article 1, para 2, of Legislative Decree No. 165 of 30 March 2001, including the independent administrative authorities;
  3. criteria for the recruitment of personnel and for the assignment of tasks to external collaborators, as per letter f) of the same para, according to which the Chief Executive Officer defines, after hearing the opinion of the Board of Directors, the criteria and methods for the recruitment of personnel and those for the assignment of tasks to external collaborators by identifying the professional profiles and positions for which, in relation to the specific tasks assigned, it may be exempted from the criteria and methods described above;
  4. data concerning the number and type of non-artistic collaboration or consultancy contracts for which remuneration is provided, assigned to parties outside the Company, and the total amount of the related expense, with an indication, for contracts with a value on annual basis that is above a certain threshold identified in the Plan, the names and CVs of the recipients, the reason for the assignment and the applicable remuneration;
  5. criteria and procedures for the assignment of contracts referred to in Article 65 of TUSMAV (contracts concluded by RAI and investee companies);
  6. data resulting from the verification of the satisfaction with the general and specific programming of the Company to pursue public service objectives.

## 1.3 Criteria for defining information and data for publishing

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

### 1.3.1 Activities of the Board of Directors

#### Criteria

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

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

#### Updating

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

### 1.3.2 Total investments in audiovisual products

#### Criteria

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

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

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

The international co-production projects provide for the production and pre-purchase of cinematographic, television, theatrical and multimedia works with the participation of one or more partners from at least one

foreign country.

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

#### Updating

The schedule for the updating of this data is annual.

### 1.3.3 CVs and gross remuneration

#### Criteria

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

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

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

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

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

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

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

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

Remuneration actually received - *in the previous year*

of which:

a) fixed remuneration: fixed remuneration actually received;

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

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

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

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

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

#### Updating

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

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

#### Criteria

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

In order to comply with the provisions of the special law, the criteria for the recruitment of personnel are published, as well as the criteria for the award of assignments to external collaborators are published in the dedicated section 'Corporate - Transparency'.

#### Updating

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

### 1.3.5 Non-artistic collaboration contracts (including consultancies)

#### Criteria

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

In this regard, it is specified that:

- the data are aggregated for two amount bands. The threshold, identified pursuant to the special law, is set at 80,000 Euro gross per year, consistent with what has already been assumed for the information sent annually to the MEF on this subject. Above the threshold of 80,000 Euro parameterised on an annual basis, details are given for the number of contracts, name, CV, reason for the assignment and amount. Under this amount, the data is aggregated in a single line with a record of the number of employees, number of contracts, types of contracts and total value of contracts;
- the amount refers to the contractually stated amount for each collaborator/consultant, parameterised over the calendar prior to the publication year - also when relating to several contracts – depending on the duration of each agreement, for the amount referred to the activities published, net of social security contributions;
- the figures - represented by the number, type, and total amount - refer to the period from 1 January to 31 December of the year preceding the year of publication and shall be updated on an annual basis;

With regard to employees/consultants contracted during the year of publication, data will be published regarding those who – at the time of publication - present an expected remuneration, parameterised over the current calendar year, even for several contracts, depending on the planned duration of each agreement, exceeding the threshold mentioned above of €80,000 per year. For these collaborators, the following are also to be published in detail: the number of contracts, name, CV, the reason for the assignment, and related remuneration. The figures are monitored and updated by October in the year of publication.

#### Updating

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

### 1.3.6 Criteria and procedures for the assignment of contracts pursuant to Article 65 of TUSMAV

RAI regulates the conditions, criteria and award procedures for contracts pursuant to Article 65 of TUSMAV, in compliance with the principles of profitability, efficiency, impartiality, equal treatment, transparency and proportionality, and with the Company's Code of Ethics and the PTPC in force.

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

#### *RAI subsidiaries*

For the criteria and procedures relating to the companies RAI Cinema, RAI Com, and RAI Pubblicità (wholly owned by RAI), which concern the assignments of the contracts pursuant to Article 65 of TUSMAV in force a connection is envisaged with the corresponding documents published on the websites of the same companies.

#### Updating

Per event.

### 1.3.7 Public Service Monitoring

#### *1.3.7.1 Level of satisfaction with programming for the pursuit of public service objectives*

#### Criteria

Through the extensive survey system called 'Qualitel', Rai notes the satisfaction with and perceived quality of the offering on the various distribution channels, i.e., TV, radio, and the web, to support the definition of an offer that increasingly corresponds to the audience's expectations.

The current structure, which has been operational since 2017, provides for an integrated system of research, on the basis of which all surveys on the satisfaction with the offering (television, including for minors, digital and radio) are quantitative and qualitative and are carried out on an ongoing basis. During the year, through a panel of individuals representing the entire resident Italian population. People are interviewed using a remote method on a proprietary App installed on panelists' devices, fitted with internal meters that accurately identify the actual exposure to programmes using sound-capturing and sound-matching technology and automatically administer TV and Radio questionnaires without having to state the programmes watched/listened to. For those who do not use the internet, dedicated devices are provided.

Something similar takes place for identifying web/app users of Rai's Digital offer, where 'agent trackers' installed on the panelists' fixed and mobile devices are used. Given the possibility that the same device could be used by



several people, actual exposure is verified using a specific question.

The evaluation of the offer, channels and television and radio genres is carried out in the TV and Radio Qualitel system, using an assessment that refers explicitly to individual programmes. On the other hand, in Qualitel Digital, the values refer to both the overall offer of each website/app, with reference to characteristic features such as simplicity of use, graphics and extent of information, and to specific content; in particular, for RaiPlay, the evaluation is also for each exclusive content on the platform. The assessment also includes qualitative reports to collect helpful suggestions and advice for interpreting quantitative results, which numerical nature could miss some relevant hints related to the audience evaluation of the T.V./Radio and digital offers.

In the dedicated section 'Corporate - Transparency' – Monitoring the Public Service' on the company website, data is published that comes from the checks on the satisfaction and perceived quality of the television offer – including that of channels dedicated to children – radio and digital, with a detailed summary of the methodology used for the surveys.

#### Updates

Concerning monitoring the television, radio, and digital offering, the reports relating to the quantitative disclosure of the satisfaction and quality perceived by the public watching the RAI offering will be issued each year and include six-monthly data.

This will allow us to show both public assessment of the entire calendar year's offering (consistently with the other findings on the audience's perceptions, as prescribed by the Service Agreement and specified below in this section) and to take into account the assessments for the T.V./radio programme seasons and those referring to the evolution of the Rai platforms and digital services over time.

### 1.3.7.2 Corporate Reputation

#### Criteria

The research on Corporate Reputation provides indications regarding the audience's assessment of perception of Rai activities with particular reference to the public service, thus providing in-depth knowledge about the factors that most influence the forming of the corporate reputation and which needs must be satisfied as a priority. This is in the assumption that, for the public services, citizens must be satisfied in particular with the Company's offering and by the Company that produces and carries said offering, together with all the aspects that characterise a public service in the media world, such as accessibility and pluralism, excellence, independence, distinctiveness, responsibility and prestige. The quantitative questionnaire, submitted remotely to a representative population sample, and the indicators used to summarise their assessments are subject to regular revisions based on international best practices. The quantitative survey is completed by qualitative questions to gather ideas and useful interpretations of the summary results of the

quantitative findings. The purely numerical expression of said results may not grasp important nuances in evaluating public opinion about complex topics and with a more conceptual dimension, far removed from the T.V./radio and digital offering.

The dedicated 'Corporate – Transparency – Public Service Monitoring' section on the website contains the results of the public perception survey regarding Rai activities as a Public Service, with a detailed summary of the method used in the survey.

#### Update

With regards to the research on Corporate Reputation, the report on the qualitative-quantitative findings of the public's perception will be issued each year.

### 1.3.7.3. Contribution to the creation of social and gender equality and social pluralism

To address the heterogeneous nature of its public, Rai has always taken care to promote an offering that can reach the various components of society, offering several types of content and editorial formats, in order to ensure the most complete social and gender representation, to contribute to the construction of solid social cohesion within the country's system.

This direction also complies with what is set out in the Service Agreement provisions, which require Rai to pay particular attention to the following topics, contributing through its own offering to:

- creating social cohesion (art. 2; art. 25);
- adequately and respectfully representing females (art. 9; art 25);
- guaranteeing pluralism in topics, subjects and languages (art. 2).

Starting in 2020, the Company has set up a synergic research system on the three areas of investigation, allowing an integrated interpretation of data. The current research method is based on a complex, structured set of findings:

- a continuous analysis of programme content carried out by specialised researchers;
- a qualitative-quantitative analysis of the public's experience and perception of the offering;
- specific quantitative evaluations expressed by the public and the population regarding the Qualitel and Corporate Reputation findings.

#### 1.3.7.3.1. Programmes' ability to contribute to social cohesion

##### Criteria

Rai measures its contribution to creating social cohesion through its television, radio and digital offering that is respectful and representative of social diversity, that is able to reach the various components of society, to create empowerment of citizens, and promote active, mindful, and critical participation in the country's life and institutions and European and international cultures.

The company website's dedicated 'Corporate – Transparency – Public Service Monitoring' section contains the data

from findings on social cohesion in the public service media company's offer, with a detailed summary of the methods used for these findings.

Update

Regarding monitoring the contribution to the creation of social cohesion, the reports about the quality-quantitative findings will be released each year, about the offer from a full calendar year.

### 1.3.7.3.2. Representation of the female figure in programmes

Criteria

Rai actively promotes gender equality and non-stereotypical representation of the female figure through a balanced offering that is correct in its content and language to represent the various roles taken by women in modern society. The company website's dedicated 'Corporate – Transparency – Public Service Monitoring' section contains the data from findings on the representation of the female figure in the public service media company's offering, with a detailed summary of the methods used for these findings.

Update

Regarding monitoring the representation of the female figure, the reports about the quali-quantitative findings will be released each year, in reference to the offer from a full calendar year.

### 1.3.7.3.3. Social Pluralism

Criteria

Rai has a tool that allows it to assess the ability to guarantee pluralism of topics, subjects, and languages in its programmes to acquire helpful information about the programmes and inform its stakeholders, and more generally the public, about the results of the various findings.

The company website's dedicated 'Corporate – Transparency – Public Service Monitoring' section contains the data from findings on social pluralism in the public service media company's offering, with a detailed summary of the methods used for these findings.

Update

Concerning the monitoring of the contribution to the creation of social cohesion, the reports about the quality-quantitative findings will be released each year, in reference to the offer from a full calendar year.

## 1.4 Entry into force, validity and updating of the Plan

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

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

The annual update of data and information within the terms envisaged in the Plan takes explicitly into account:

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

## CHAPTER 2

### PLAN MANAGEMENT MODEL AND IMPLEMENTATION PROCESS

#### 2.1 Process Stakeholders

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

##### The Board of Directors

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

##### The Chief Executive Officer

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

The Chief Executive Officer Staff Department coordinates, on behalf of the CEO, the monitoring activities for the implementation and updating of the Plan. The responsibilities of the Representatives identified below remain valid.

##### Representatives

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

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

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

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

Managers, employees and collaborators

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

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

Internal Control Body/Supervisory Board of RAI. SpA

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

In summary, the parties involved in the implementation process of the Transparency within RAI.

S.p.A are:



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

## 2.2 The implementation process

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

### 2. 2.1 Publication of data, documents and information

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

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

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

#### **PHASE 1: Collection of data, documents and information**

*Y Person in charge:* **Representatives**

*Y Tasks and activities:* they take care of collecting data, documents and pertinent information to be published in the 'Corporate - Transparency' Section in line with the criteria and timescales envisaged in this Plan.

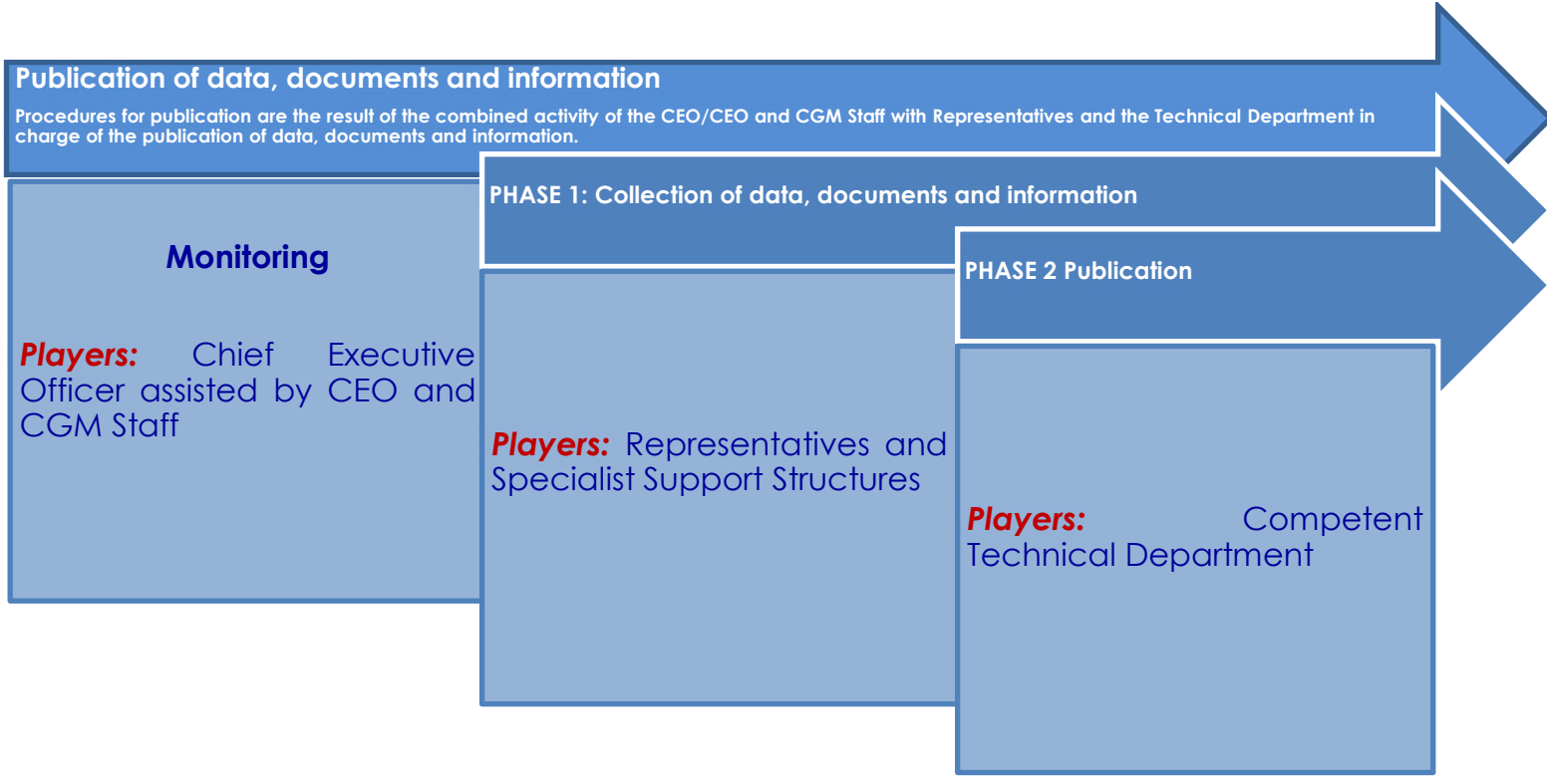
They also ensure full completeness, truthfulness, conformity with the originals and the demonstrability of data, documents and information. They shall reason any non-demonstrability.

The Representatives also send the data to the technical Management responsible for managing the section of the RAI website 'Corporate - Transparency' according to the criteria and timescales required by law and incorporated in the Plan.

#### **PHASE 2: Publication**

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

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



Below is a summary table summarising the data publication process adopted by RAI within the Plan. The transparency tree, shown in the general menu of the 'Corporate - Transparency' section of the RAI website, as shown in Chapter 3 below and divided into Level I and II sections. In the same 'Corporate-Transparency' section of the company website, RAI reserves the right to publish further information in light of new regulatory provisions and/or based on specific business needs.



General menu Name Level I	Sections Name Level II	Referees	Updating Transparency section
<b>Service Contract</b>	<ul style="list-style-type: none"> <li>• Texts</li> <li>• Specific Obligations</li> <li>• Communications</li> <li>• Contacts</li> </ul>	Institutional Relations Department	<ul style="list-style-type: none"> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> </ul>
<b>RAI Governance</b>	<ul style="list-style-type: none"> <li>• Mission</li> <li>• Articles of Association</li> <li>• Service Contract</li> <li>• Code of Ethics</li> <li>• Regulations</li> <li>• Organisational, Management and Control Model with Supervisory Board records</li> </ul>	Governance Department and Secretariat	<ul style="list-style-type: none"> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> </ul>
<b>Administrative and control bodies</b>	<ul style="list-style-type: none"> <li>• CVs, remuneration and declarations of the members of the Board of Directors</li> <li>• CVs, remuneration and declarations of the members of the Board of Statutory Auditors</li> </ul>	Governance Department and Secretariat	<ul style="list-style-type: none"> <li>• Annual/Per event</li> <li>• Annual/Per event</li> </ul>
<b>Activities of the Board of Directors</b>	<ul style="list-style-type: none"> <li>• The Board of Directors: tasks and functions</li> <li>• Report on the overall activity carried out by the Board</li> <li>• Press releases concerning Board meetings</li> <li>• Link to the institutional website of the Parliamentary Commission for the general direction and supervision of radio and television services where the parliamentary reports of the hearings carried out by the members of the BoD are available</li> </ul>	Governance Department and Corporate Secretariat	<ul style="list-style-type: none"> <li>• Per event</li> <li>• Usually half-yearly</li> <li>• Per event</li> <li>• Per event</li> </ul>
<b>Public Service Monitoring</b>	<ul style="list-style-type: none"> <li>• Corporate Reputation</li> <li>• Satisfaction and quality of offer</li> <li>• Representation of female figure in programmes</li> <li>• Contribution to Social Cohesion</li> <li>• Social Pluralism</li> </ul>		<ul style="list-style-type: none"> <li>• Annual</li> <li>• Annual</li> <li>• Annual</li> <li>• Annual</li> <li>• Annual</li> </ul>
<b>Financials</b>	<ul style="list-style-type: none"> <li>• Financial statements</li> <li>• Separate accounts</li> <li>• Debenture debts - Announcements</li> </ul>	CFO.	<ul style="list-style-type: none"> <li>• Annual/Per event</li> </ul>
<b>Rai: Social and sustainability</b>	<ul style="list-style-type: none"> <li>• Sustainability report/Non-financial statement</li> <li>• Rai for Social</li> </ul>	<ul style="list-style-type: none"> <li>• Social Report Structure</li> <li>• Rai for Social Department</li> </ul>	<ul style="list-style-type: none"> <li>• Annual</li> <li>• Per event</li> </ul>
<b>Investments in the audiovisual sector</b>	<ul style="list-style-type: none"> <li>• Aggregate data relating to national audiovisual products and to international co-production projects</li> </ul>	CFO.	<ul style="list-style-type: none"> <li>• Annual</li> </ul>

General menu Name Level I	Sections Name Level II	Referees	Updating Transparency section
<b>Organisation and Human Resources</b>	<ul style="list-style-type: none"> <li>• Organisation chart</li> <li>• Management</li> <li>• CVs, remuneration and declarations by managers and in any case employees with an annual salary equal to or higher than €200,000</li> <li>• Personnel recruitment criteria</li> <li>• Collective bargaining</li> <li>• 'Work with us': link to the site with job notices</li> </ul>	Human Resources and Organisation Department	<ul style="list-style-type: none"> <li>• Per event</li> <li>• Annual/Per event</li> <li>• Per event</li> <li>• Per event</li> <li>• Per event</li> </ul>
<b>Award of non-artistic appointments</b>	<ul style="list-style-type: none"> <li>• Criteria for the assignment of tasks to external collaborators</li> <li>• Name, CVs, the reason for appointment and fees of over 80,000 Euro per year of collaborators and consultants not belonging to the artistic sector</li> <li>• Number, type of non-artistic collaborative contracts or consultancy, and related expenses</li> </ul>	Human Resources and Organisation Department Television and Artistic Resources Department in the coordination of data collection also from other departments that are responsible for negotiating and administrative Management	<ul style="list-style-type: none"> <li>• Per event</li> <li>• Annual</li> <li>• Annual</li> </ul>
<b>Criteria and procedures for the assignment of contracts in the radio and television sector</b>	<ul style="list-style-type: none"> <li>• Summary of the criteria and procedures for awarding contracts under Article 65 of TUSMAV.</li> <li>• Summary of the criteria and procedures for awarding contracts pursuant to Article 65 of TUSMAV to wholly-owned companies.</li> </ul>	Legal and Corporate Affairs Department  Rai Cinema Rai Com Rai Pubblicità	<ul style="list-style-type: none"> <li>• Per event</li> <li>• Per event</li> </ul>
<b>Tender Processes Rai SpA</b>	<ul style="list-style-type: none"> <li>• Link to the site Rai Fornitori</li> </ul>	Procurement Department	<ul style="list-style-type: none"> <li>• Annual/Per event</li> </ul>
<b>Anti-Corruption</b>	<ul style="list-style-type: none"> <li>• Resolution on appointment of the RPC and service orders with the appointment of representatives</li> <li>• PTPC and ANAC standard card</li> <li>• Internal Company Risk Management and Control System</li> </ul>	Support structure for the Prevention of Corruption and Activities for Transparency	<ul style="list-style-type: none"> <li>• Annual/Per event</li> <li>• Annual/Per event</li> <li>• Per event</li> </ul>
<b>Whistleblowing</b>	<ul style="list-style-type: none"> <li>• Procedure to manage and process whistleblowing (also anonymous whistleblowing)</li> </ul>	Internal Audit Department	<ul style="list-style-type: none"> <li>• Per event</li> </ul>
<b>Corporate Transparency and Communication Plan</b>	<ul style="list-style-type: none"> <li>• Corporate Transparency and Communication Plan</li> </ul>	C.E.O. Staff Department and Support structure for the Prevention of Corruption and Activities for Transparency	<ul style="list-style-type: none"> <li>• Per event</li> </ul>

## 2.2.2 Development of the Culture of Transparency - Training

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

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

## 2.2.3 Privacy

The transparency provisions set forth in this TCA Plan represent a regulatory obligation pursuant to the new para 21, letter g) of Article 65 of TUSMAV.

The contents of the Programme and the activity of web data publication are carried out by RAI in accordance with the principles and provisions of the EU Regulation 2016/679, the Privacy Code (Leg. Decree no. 196 of 30 June 2003), as amended by Leg. Decree no. 101 of 10 August 2018, containing 'Provisions for the updating of national legislation to the provisions of the EU Regulation 2016/679 of the European Parliament and Council, dated 27 April 2016, relating to the protection of individuals with regard to the processing of personal data, and the free circulation of such data, which abrogates the directive 95/46/E.C. (general data protection regulations) and with indications contained in the *'Guidelines on the processing of personal data, also contained in administrative deeds and documents, carried out for the purpose of advertising and transparency on the web by public entities and other obliged entities'* adopted with the Resolution of the Office for Data Protection No. 243/2014.

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

In all cases, regardless of the intended purpose, in which the online publication of data, information and documents involves the processing of personal data<sup>1</sup>, the requirements of publicity and transparency with fundamental rights and freedoms, as well as dignity, of the data subject, must be appropriately balanced, with particular reference to confidentiality, personal identity and the right to protection of personal data of natural

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<sup>1</sup> Art. 4 EU Regulation 2016/679 'For the purposes of the herein regulation, 'personal data' means any information concerning an individual who is identified or identifiable ('data subject'); an individual is considered to be identifiable if they can be identified, directly or indirectly, with particular reference to an identifier such as a name, identification number, location data, online identifier or one or more elements that are characteristics of their physical, physiological, genetic, mental, economic, cultural or social identity;..'

persons.

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

In fact, in accordance with the principles of personal data protection as stated in the referred-to regulation, RAI processes the aforementioned data legally, correctly and transparently towards the data subject (legality, correctness and transparency); for the legal, explicit and determined purposes ('limitation of purposes') and in an adequate, pertinent and limited manner compared to the purposes for which said data is processed (minimisation of data).

Therefore, the dissemination of personal data is only allowed when their inclusion in deeds and documents to be published is really necessary and proportionate to the purpose of transparency pursued in the specific case. Consequently, personal data outside this purpose should not be included in the deeds and documents published online. If this is not the case, however, it is necessary to provide for the shielding of information that appears to be excessive or irrelevant, with the specific purpose of transparency pursued, or unless such data are not made anonymous and there is no longer the possibility of identifying the data subjects, even indirectly and at a subsequent time.

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

## CHAPTER 3

### CONTENTS OF THE INSTITUTIONAL WEBSITE SECTION 'CORPORATE - TRANSPARENCY'

RAI has included on the homepage of its corporate website, [www.rai.it](http://www.rai.it), a special section called 'Corporate - Transparency', divided into specific first and second-level subsections, as described in this document.

Below is the list of contents of the 'Corporate - Transparency' section, which represents the application of RAI. Spa's publication commitments in the implementation of the RAI. Reform Law according to the principles and criteria previously set out. The following list illustrates how to comply with the obligations imposed by Article 63, para 21, let g) of TUSMAV. Where required by new legal provisions or defined based on specific business needs, the section is supplemented by additional content.

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

The Rai Play and Digital Department are set up to publish data in the section.

#### **Y Service Contract (level I)**

*Texts (level II)*

*Specific Obligations (level II)*

*Communications (level II)*

*Contacts (level II)*

#### **Y RAI's Governance - General provisions and company regulatory framework (Level I)**

*Mission (level II)*

*Articles of Association (Level II)*

*Service Contract (Level II)*

*Code of Ethics (Level II)*

*Regulations (level II)*

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

#### **Y Administration and control bodies (Level I)**

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

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

#### **Y Activities of the Board of Directors (Level I)**

*The Board of Directors: tasks and functions (level II)*

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

*Press releases concerning BoD meetings (Level II)*

*Link to the institutional website of the Parliamentary Commission for the general direction and*

*supervision of radio and television services where the parliamentary reports of the hearings carried out by the members of the BoD are available (Level II)*

**Y Public Service Monitoring (level I)**

*Corporate Reputation (level II)*

*Satisfaction and quality of offering (level II)*

*Representation of the female figure in programmes (level II)*

*Contribution to Social Cohesion (level II)*

*Social Pluralism (level II)*

**Y Financial (Level I)**

*Financial Statements (Level II)*

*Separate Accounts (Level II)*

*Debenture debts - Announcements (Level II)*

**Y Rai: Social Matters and Sustainability (Level I)**

*Sustainability reporting/D.N.F. (Level II)*

*Rai for Social Matters (level II)*

**Y Investments in the audiovisual sector (Level I)**

*Aggregate Data relating to investments in national audiovisual products and international co-production projects (Level II)*

**Y Organisation and Human Resources (Level I)**

*Organisation chart (level II)*

*Management (Level II)*

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

*Criteria for recruiting staff (level II)*

*Collective bargaining (level II)*

*'Work with us': link to the site with job notices (Level II)*

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

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

*Names, CVs, the reason for appointment and annual fees of more than 80,000 Euro for collaborators and consultants not belonging to the artistic segment (level II)*

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

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

*Summary of the criteria and procedures for the awarding of contracts pursuant to Article 65 of TUSMAV (Level II)*

*Summary of the criteria and procedures for the awarding of contracts pursuant to Article 65 of TUSMAV to wholly-owned companies (Level II)*

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

*Link to the site 'Rai Fornitori' (Rai Suppliers) (Level II)*

**Y Anti-Corruption (Level I)**

*Resolution on appointment of the RPC and service orders with the appointment of representatives (Level II)*

*PTPC and ANAC standard sheet (Level II)*

*Internal Corporate Risk Management and Control System (Level II)*

**Y Whistleblowing (Level I)**

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

**Y Corporate Transparency and Communication Plan (Level I)**

*Corporate Transparency and Communication Plan (Level II)*