

# **RAI S.P.A. THREE-YEAR CORRUPTION PREVENTION PLAN 2025-2027**



Approved by the Board of Directors of Rai S.p.A. on 29/01/2025

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## Preamble

With resolution dated 18 December 2014, the Board of Directors of Rai S.p.A. (hereinafter the BoD of Rai S.p.A.), introduced the function of the Corruption Prevention Manager (hereinafter CPM).

Starting from 1 September 2022, the role of CPM is entrusted to the lawyer Stefania Pennarola (following the resolution of the BoD of 23 June 2022).

In Rai S.p.A.'s corporate organisation the CPM reports directly to the BoD, so that he is guaranteed autonomy, independence, segregation of duties and effectiveness of activities.

With resolution dated 29 January 2015, the BoD adopted the first Three-Year Corruption Prevention Plan (hereinafter PTPC), in compliance with the provisions of Law no. 190 of 2012 and subsequent amendments (so-called Anti-Corruption Law) and with the National Corruption Prevention Plan (hereinafter PNA).

Through the PTPC, Rai implements the provisions of the Anti-Corruption Law, with the aim of strengthening the internal control, risk management and corruption prevention system, making it increasingly advanced and integrated with the other tools already adopted by the Company (such as, in particular, the Code of Ethics, the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001, the Corporate Transparency and Communication Plan).

The PTPC is monitored and updated, usually annually - by 31 January - upon proposal of the CPM to the BoD.

From a management and coordination perspective, the PTPC of Rai S.p.A. provides reference principles for the Subsidiaries.

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

This PTPC was adopted by the BoD of Rai S.p.A. with resolution of 29 January 2025.

## Definitions and Acronyms

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

**ANAC:** National Anti-Corruption Authority. It is an independent administrative authority whose institutional mission is based on the prevention of corruption in all areas of administrative activity. Its activity is carried out through supervision of the application of anti-corruption legislation and compliance with transparency obligations, awarding of public offices, conflicts of interest, awarding and execution of public contracts, as well as compliance with the legislation on "whistleblowing".

**Anti-Corruption Contact Persons:** the Corporate Organisation Top Managers (direct reports to the Chairperson, the Chief Executive Officer, the Corporate General Manager, the Chief Officers and in any case all the Heads of Department), the Managers of the Regional Offices and the Managers of the Regional Editorial Offices of the Regional Newspaper, the Managers of the Foreign Correspondence Offices and the Managers of the TV Production Centres, in consideration of the significant management and decision-making prerogatives they assume, especially within the context of their respective processes.

**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" and subsequent amendments and integrations.

**Authority:** National and foreign Public Administrations, including, by way of example, the National Anti-Corruption Authority (ANAC), the Italian Communications Regulatory Authority (also "AGCOM"), the Italian Competition Authority (also "AGCM") and the National Commission for the Company and the Stock Exchange (also "CONSOB").

**CCL:** Employment Contracts applied at Rai, specifically the Collective Labour Agreement for Orchestra Professors, the Collective Labour Agreement for Executives, Employees, and Workers), the National Collective Labour Agreement for the Executives of companies producing goods and services, the National Journalistic Labour Agreement, and company-specific supplementary agreements.

**CEO:** Chief Executive Officer of Rai S.p.A.

**Chief Financial Officer:** Manager responsible for the preparation of the company's financial statements pursuant to Article 154-bis of the Consolidated Finance Act.

**Code of Ethics:** document that regulates the set of rights, duties and responsibilities that the Company expressly assumes towards the stakeholders with whom it interacts in carrying out its activities and which must be observed by all those who work in and with Rai.

**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.

**Corporate Bodies:** as a whole the BoD, the Chairperson, the CEO, the Board of Statutory Auditors of Rai S.p.A. and the Shareholders' Meeting.

**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 on Audiovisual Media Services" as defined under Italian Legislative Decree no. 208 of 8 November 2021 and subsequent amendments and integrations.

**Corruption:** definition contained in the National Anti-Corruption Plan, broader than the specific crime of corruption and the complex of crimes against the Public Administration as it coincides with "*maladministration*" or "*mala gestio*", i.e. concerning the carrying out of acts and behaviours which, although not constitute specific crimes, conflict with the care of the public interest and undermine the trust of users in the impartiality of the Company and of the subjects who operate within it.

**Corruption Prevention Manager (CPM):** 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.

**Directors or Councillors:** members of the Board of Directors (BoD) of Rai S.p.A.

**Employees:** 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.

**Group:** Rai S.p.A. and the Subsidiaries pursuant to art. 2359, first and second paragraphs of the Italian Civil Code.

**Improvement and Implementation Measures:** adaptation, prevention, and risk minimisation activities, as well as integration, specification, and implementation measures that are necessary and must be adopted by the relevant Departments and Units. These measures aim to enhance over time the effectiveness of preventing major critical issues, managerial anomalies, and process irregularities identified.

**Information Flow:** systematic acquisition by the "Support for Corruption Prevention" and "Reports and Whistleblowing Management" units of documents, data, and information according to procedures agreed upon with the relevant Departments, also to periodically monitor specific activities of the Departments that operate in the so-called "Risk Areas/Sensitive Processes".

**Internal Control and Risk Management System (SCIGR):** the set of corporate instruments, organisational units, standards, and rules that enable the business of Rai S.p.A. 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.

**Italian Legislative Decree 24/2023:** Legislation on the protection of people who report violations of national and European Union law (so-called whistleblowing).

**Italian Legislative Decree 36/2023:** "New" Public Contracts Code (commonly known as the Procurement Code).

**Italian Legislative Decree 50/2016:** the previous Public Contracts Code (commonly known as the Procurement Code).

**Italian Legislative Decree 97/2016:** "Revision and simplification of the provisions on corruption prevention, advertising, and transparency".

**Italian Legislative Decree 175/2016:** “Consolidated Act on Publicly-Owned Companies”.

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

**Management:** any employee of the Company who has a role and responsibilities recognised at company level.

**Mandate:** act by virtue of which a person (represented) gives another person (representative) the authorisation and power to act in his name.

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

**National Anti-Corruption Plan (PNA):** 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.

**Organisation, Management and Control Model 231 (MOGC):** the Organisation, Management and Control Model adopted by Rai S.p.A. pursuant to Italian Legislative Decree no. 231/2001.

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

**Public Administration:** the entities referred to in Article 1, paragraph 2 of the Consolidated Law on Public Employment and in any case the set of all public service concessionaires, public companies and public law bodies, which are called upon to operate within the scope of a public function, including the relevant officials, public officials and persons in charge of public service.

**Rai Reform Law:** Italian Law no. 220 of 28 December 2015 “Rai and Public Radio and Television Service Reform”.

**Rai S.p.A./Company/Corporation:** Rai - Radiotelevisione italiana S.p.A.

**Recipients:** the Board of Directors, the Board of Statutory Auditors, the Supervisory Body (SB) and their members, the Corporate General Manager, all the employees and, for the

relevant parts, also the collaborators, the Rai Group Companies as well as all third parties external to the Company who act on behalf of the Company in the context of the activities referred to in this PTPC.

**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.

**Risk Area:** an area to which one or more sensitive activities potentially subject to the risk of corruption are connected.

**Sensitive activities:** Company activities potentially subject to the risk of corruption.

**Sensitive processes:** company processes which include Sensitive Activities or those potentially subject to the risk of corruption.

**Stakeholder:** any person or organisation that can influence, be influenced, or perceive itself as influenced by a decision or activity of the Company (such as customers, suppliers, partners, collaborators in various capacities, as well as shareholders, institutional investors).

**Statutory Auditors:** the members of the Board of Statutory Auditors of Rai S.p.A.

**Subsidiary Company:** any company controlled, directly or indirectly, by Rai S.p.A.

**Supervisory Body (SB):** body appointed by the BoD pursuant to art. 6, paragraph 1, letter. b), of Legislative Decree no. 231/2001 equipped with autonomous powers of initiative and control, which has the task of supervising the functioning and observance of Model 231 and ensuring its updating.

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

**Third Parties:** subjects external to the Company, meaning - by way of example, but not limited to - suppliers, agents, consultants, professionals, self-employed or semi-subordinate workers, commercial partners, those in charge of auditing and accounting control or other subjects.

**Three-Year Corruption Prevention Plan (PTPC):** this document, which - based on the principles and criteria established by the PNA and on the results of the Risk Assessment - 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.

**Top management:** individuals in top positions (or also "top management individuals"), i.e. all those who hold representation, administration or management functions of an organisational unit with financial and functional autonomy (including Regional Offices and Foreign Offices), as well as those who exercise, even de facto, its management and control.

**TUSMAV:** Consolidated Law on 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.

### 1.1 Nature of Rai S.p.A.

Rai-Radiotelevisione italiana S.p.A. is a public company and, pursuant to Italian Legislative Decree 8 November 2021, no. 208 – Consolidated Law on Audiovisual Media Services (hereinafter TUSMAV), is the exclusive concessionaire for the Italian public radio, television and multimedia service<sup>1</sup>. Since 28 May 2015, it has also assumed the legal status of a joint-stock company issuing financial instruments listed on regulated markets.

### 1.2 Activities of Rai S.p.A.

The Public Service Broadcasting'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 national legislation and regulations (e.g. TUSMAV), 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 (hereinafter MOGC) and the Three-Year Corruption Prevention Plan (hereinafter PTPC).

In a nutshell, Rai S.p.A. takes care, also through Group Companies, of:

- Creating television, radio and multimedia offer broadcast via the various platforms, in all modes, using the necessary broadcasting capacity;
- Creating editorial content;
- Providing technological services for the production and transmission of the analogical and digital signal;
- Setting up and managing monitoring and control systems.

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<sup>1</sup> Due to the fact that the Company's share capital is publicly owned and the public nature of the service provided, Rai S.p.A. is a legal entity subject to the specific provisions of the aforementioned TUSMAV also with regard to the composition of its Bodies. The share package of Rai S.p.A. 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 (Italian Society of Authors and Editors), a state economic entity with an associative basis.

### 1.3 The employees and collaborators of Rai S.p.A. can perform activities that qualify them as public officials

The notion of public official is provided for in art. 357 of the Italian Criminal Code<sup>2</sup>.

A public official is someone who exercises a public "function" (be it legislative, judicial or administrative). In particular, the "administrative public function" is recognised to the extent that (i) it is governed by public law provisions and authoritative acts and (ii) it is characterised by being an activity of training or manifestation of the will of the administration or of its exercise with authoritative or certifying powers<sup>3</sup>.

The Court of Cassation, in Joint Sections, has classified Rai S.p.A. as a "public law body", establishing that it must observe the community rules of public evidence in the choice of its contractors for service contracts (with the exception of those so-called "excluded" from the Radio and TV broadcasting sector<sup>4</sup>). It follows that, for the purposes of the supply of goods, services and works within the so-called "ordinary sector", to Rai S.p.A. the provisions of the Legislative Decree 36/2023: New Public Contracts Code and subsequent amendments and integrations apply. As such, and limited to this area, the employees and collaborators of Rai S.p.A. they can be called upon to carry out the following activities (even alternatively): 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).

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<sup>2</sup> For the purposes of criminal law, public officials are "those who 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).

<sup>3</sup> In general terms, "public officials" are those who perform a public administrative function, or those individuals who (also alternatively):

- a) form or contribute to forming the will of the Public Administration, i.e. the people who cooperate in the acts of the Public Administration, with intellectual performances (e.g. people who carry out managerial functions and all key officials);
- b) represent the Public Administration with external parties, in the broad sense of impersonating the organisation in relations with the public (including the so-called "counter" services);
- c) have authoritative powers, i.e. they can carry out mandatory and enforceable acts capable of imposing themselves on the recipients (e.g. proceeding with arrest or contesting fines);
- d) have certification powers, namely they can produce documents for legal circulation, aimed at giving certainty to legally relevant facts (i.e., notary public, witness, expert, etc.).

<sup>4</sup> Pursuant to TUSMAV art.65 "Contracts entered into by RAI-Radiotelevisione italiana S.p.A. and by investee companies:

1. The contracts entered into by RAI-Radiotelevisione italiana S.p.A. 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 public contracts code relating to the works, services and supplies as defined under Articles 4 and 17 of Legislative Decree no. 50 of 18 April 2016.
2. The contracts entered into by RAI-Radiotelevisione italiana S.p.A. 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 as defined under Legislative Decree no. 50 of 18 April 2016. 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."

## 1.4 The employees and collaborators of Rai S.p.A. can perform activities that qualify them as public service representative

The notion of public service representative is provided for in Article 358 of the Italian Criminal Code<sup>5</sup>.

A person in charge of a public service is someone who carries out a public "service". Typically, the category of public service representative is identified in a residual manner compared to that of public official: (i) like the public function, the public service is governed by a regulation of a public nature, however (ii) the person in charge of the public service does not participate in the formation of the will of the entity, nor in its manifestation and does not have authoritative powers nor certifications.

It follows that the activities carried out in implementation of the tasks of the public radio, television and multimedia service, entrusted under concession to the Company, determine the recognition of the qualification of public service representative. In this regard, jurisprudence has expressed that the members of the Board of Directors are in charge of public service, as Rai S.p.A. a joint-stock company of national interest concessionaire of a public service; furthermore, the Supreme Court, Sixth Criminal Section, has attributed this qualification to the Director of a Rai news programme<sup>6</sup>.

## 1.5 The Evolution of Corruption

Law no. 190/2012 (so-called Anti-Corruption Law) is finalised at the prevention of corruption and, therefore, at the realisation of anticipatory protection before the occurrence of a corruptive event. Over the years, the phenomenon of corruption has undergone a criminological metamorphosis, which impacts the parties and the content of the illicit agreement.

The notion of "corruptive event" cannot be completely superimposed on the offence

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<sup>5</sup> For the purposes of criminal law, those in charge of public service are "those who, in any capacity, 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).

<sup>6</sup> Court of Cassation Sixth Criminal Section Sentence no. 6405 of 12/11/2015 (filed on 17/2/2016): "In light of the principles set out (...) it must be considered (...) that the Director of an R.A.I. News Programme, holds the role of public service representative, regardless of the private nature of that company, in consideration of the undoubted public-law connotation of the radio-television information activity carried out by R.A.I. This activity is in fact characterised by the direct relevance to the pre-eminent general interest in correct and pluralistic information, taking the form of a service offered to the generality of citizens by an entity - RAI Radio Televisione Italiana S.p.a. - which despite its role as a joint-stock company, which is also 100% owned by public bodies, is: designated by law as the concessionaire of the essential public radio and television service; subjected to supervision by a specific parliamentary commission; recipient of a fee having the nature of a tax, intended primarily, among other things, to cover the costs of the activity of the aforementioned public radio-television information service (SU, order no. 27092 of 22/12/2009, Rv. 610699)".

governed by the Italian Criminal Code, but is to be considered in a broader sense that also includes "maladministration" (or "mala gestio"), understood as the taking of decisions that conflict with the interest of the Public Administration or of companies under public control or State participation.

In essence, when we talk about "corruptive event" we refer to situations in which the subject - in the exercise of public functions - is influenced by his or her own interest or that of third parties and, consequently, his or her decisions and activities, although they may not constitute specific crimes, voluntarily deviate from the realisation of the public interest to obtain private advantages. Corruption is not only represented by the payment of sums of money, but also includes, by way of example and not limitation: gifts; expenditures for the benefit of third parties, contributions in kind; commercial, employment or investment opportunities; discounts or personal credits; nepotism and clientelism, with the aim of obtaining improper advantages.

Therefore, from the perspective of prevention, it is necessary to focus on relationships, circumstances and conduct that may lead to the misuse of public functions or the normal and impartial decision-making process of the subject, trying to anticipate assessments of potential negative consequences, also through the adoption of specific organisational safeguards, also aimed at preventing the trust of stakeholders in the impartiality of the Company and of the subjects who are affected by the carry out activities of public interest.

## Chapter 2 - Organisational structure and governance tools of Rai S.p.A.

### 2.1 Rai S.p.A.'s organisational structure

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

Rai's current organisational structure pursues objectives of efficiency and effectiveness through the complete implementation of the content centric offer model and the best allocation of activities, to support the business objectives, and following legislative restrictions. In that context, the connection issues with the Subsidiaries and governance are also important.

At a macro level, the following organisational areas can be distinguished:

- **Editorial**, in charge of the editorial and journalistic activities, within the TV and Radio Headings and the Editorial Department for the Information Offering, the Genre Departments, the Radio Channels and the Foreign Offering Directorate and the Rai Quirinale and Rai Vaticano Structures;
- **Distribution**, tasked with responsibility for multi-platform content planning and distribution, through the action of the Distribution and RaiPlay and Digital Departments;
- **Production**, including the TV Production Department, which is in charge of all aspects relating to the production of TV products and broadcasting of the related signal, and the Radio Department, which is in charge of similar aspects for radio products;
- **Governance**, comprising strategic policy-making, compliance and institutional activities and specialist support to the Board of Directors, the Chief Executive Officer and the Chairperson, carried out within the scope of the Governance and Corporate Secretary's Departments (which includes the Data Protection Officer), Legal and Corporate Affairs, Coordination of Strategic Initiatives, International Relations and European Affairs, Communications, Institutional Relations, Research Office, Marketing, Rai for Sustainability - ESG;
- **Corporate**, under the hierarchical responsibility of the Corporate General Manager, which includes the Departments Staff of the Corporate General Manager, Human

Resources and Organisation, Safety & Security, Purchasing, Television and Artistic Resources, Sports Rights, Public Utilities, Teche (Rai Archives), Canon, Artistic Goods and Institutional Agreements and within which the areas are also grouped:

- **Technological Infrastructures**, under whose responsibility are allocated technological resources and services supporting business processes<sup>7</sup>, with the ICT, Technologies, Networks and Platforms and CRITS (Technological Innovation and Experimentation Research Centre) Departments;
- **Finance and Planning**, which constitutes the economic/financial and administrative planning and control division, divided into the Strategic Planning and Management Control, Administration and Finance, Tax Affairs and Tax Compliance Departments and the Regulatory Affairs and Sustainability Report structure;
- **Real Estate Assets and Local Offices**, which manages all company real estate assets and technical activities on the territory, including the Real Estate Assets and Services Department and the Regional and Foreign Offices Coordination Department;
- **Control Functions**, represented by the Internal Audit Department under the direct responsibility of the Chairperson<sup>8</sup> (supported by the Chairperson's Staff), the Corruption Prevention Manager and the Supervisory Body, which report to the Board of Directors.

The Company's organisational structure is published on the Rai Institutional website, in the section entitled "Rai per la Trasparenza" under "Organizzazione e Risorse Umane".<sup>9</sup>

## 2.2. The governance tools of Rai S.p.A.

Over time, the Company<sup>10</sup> has adopted and developed a set of organisational governance and risk control tools that contribute to the smooth operation of the Company, also with a view to implementing this PTPC. 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

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<sup>7</sup> With the exception of the radio and television broadcasting network entrusted to the subsidiary and listed company Rai Way.

<sup>8</sup> It also functionally coordinates the activities of the International Relations and European Affairs Departments and Rai Per la Sostenibilità - ESG, and supervises institutional relations with the CEO, with particular regard to the digital transition and the Service Contract.

<sup>9</sup> For employees, the organisational structure can also be consulted on the Company's intranet site.

<sup>10</sup> Rai S.p.A., in compliance with Law no. 220 of 2015 has redesigned the Company's governance structure.

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 Contract<sup>11</sup> 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.

**Organisational Structure – Mission and Responsibilities<sup>12</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 line units and, where present, personnel areas. For each unit, the primary responsibilities are also formalised, adopting a logic of "cross-referencing" with business processes. For News Headings, 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.

**Powers and Delegations:** By assigning specific powers of attorney, Rai establishes the powers for representing the Company (namely to act in the name and on behalf of the

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<sup>11</sup> The Service Contract currently in effect (following publication in the Gazzetta Ufficiale of 25 May 2024) refers to the 2023-2028 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).

<sup>12</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.

same) or to commit the Company externally. The architecture of the delegation system is regulated by specific internal provisions, which establish the assignment criteria and the rules for managing first-level proxies and sub-proxies for a wide range of contractual and non-contractual areas, as well as proxies and consequent powers of attorney relating to the figure of the buyer pursuant to Italian Legislative Decree 81/2008; the aforementioned system architecture envisions also financial proxies, the exercise of which is also subject to the Guidelines approved by the BoD. A set of a delegations system is also in place, covering internal documents whose signature does not require a particular power of attorney.

### **Regulation of the management and coordination activities exercised by Rai over its**

**Subsidiaries:** The Regulation, approved by the BoD of Rai S.p.A. in 22 September 2022, establishes the sectors and the means by which the Parent Company exercises "Management and Coordination Activities" over its Subsidiaries Rai Cinema S.p.A., Rai Com S.p.A. and Rai Pubblicità S.p.A. and harmonises the procedures and organisational rules within the Group controlled by Rai, without prejudice to the managerial and operational autonomy of each Subsidiary<sup>13</sup>.

More specifically, the Regulation, defined according to the purposes mentioned in relation to the updating of the regulation previously in force approved on 18 December 2014:

- Identifies the basic principles that inspire the strategic planning of the Parent Company, necessary to promote a coordinated entrepreneurial and governance design, optimise the synergies within the Group, by also enhancing the potential and features of the Subsidiaries, in compliance with their prerogatives and responsibilities;
- Indicates the modalities to perform management and coordination activities, mostly passing through the issue of General Guidelines (regulations, circular letters, mandatory procedures for Subsidiaries) and the definition of Significant Operations requiring Rai's authorisation;
- Identifies the areas where this function is used and any related roles and responsibilities belonging to Rai or the Subsidiaries, with a view to promote mutual cooperation and ensure the fulfilment of Rai's Public Service tasks;

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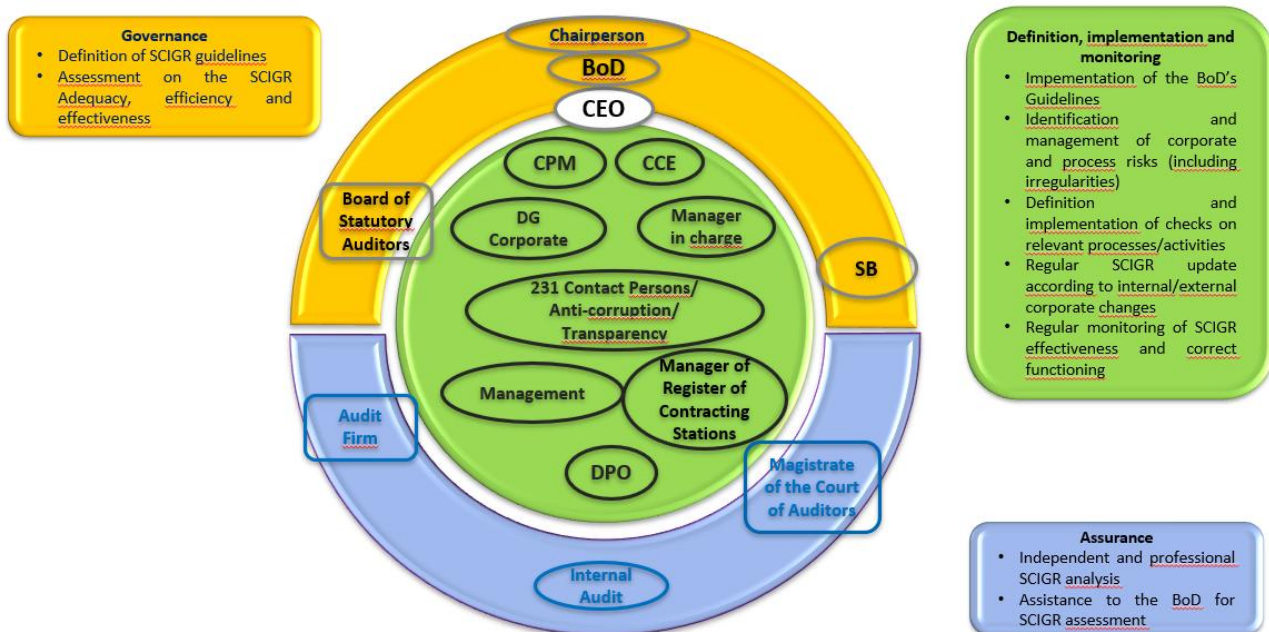
<sup>13</sup> The provisions of this Regulation do not apply to Rai Way, which has a specific Regulation, which reconciles the need for an information connection and functional interaction underlying the exercise of the management and coordination activity by the Parent Company and the status of the Associated Company's listed Company and the need to assure the management autonomy of the latter.

- Defines the information flows that the Subsidiaries should regularly transmit to the functional departments of the Parent Company to allow for effective and quick visibility of operations and initiatives adopted by the Subsidiaries and relevant for the Group.

**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.

## Chapter 3 - The internal control and risk management system of Rai S.p.A.

Rai's **SCIGR** is integrated into the more general organisational and corporate governance structures and is organised around 3 parts: i) Governance, ii) Definition, Implementation and Monitoring and iii) Assurance, 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 3 levels: i) Level I (*Management and Contact Persons*); ii) Level II (*CPM and Management* with monitoring

functions - e.g., Planning and Control, etc.); iii) Level III (Internal Audit) characterised by different levels of involvement in risk management:

- **Level I** (*Management and Contact Persons*) 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;
- **Level II** (*CPM and Management with monitoring functions*) 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. It also provides support to the first level in the definition and implementation of adequate management systems for the main risks and related controls;
- **Level III** (*Internal Audit*) provides independent and objective assurance as to the adequacy and operational effectiveness of control levels I and II activities in general on the overall SCIGR.

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.

### 3.1 The players of Rai S.p.A.'s SCIGR

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

- Board of Directors;
- Chairperson of the BoD;
- Chief Executive Officer also acting in their role of 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 Register of Contracting Stations (RASA);
- Data Protection Officer (DPO);

- Internal Audit;
- Standing Committee for the Code of Ethics;
- Corruption Prevention Manager (CPM);
- Anti-Corruption Contact Persons;
- 231 Contact Persons;
- Transparency Contact Persons.

### Board of Directors

It defines the fundamental lines of the organisational, administrative and accounting structure and the guidelines of the SCIGR, so that the main risks pertaining to the Company are correctly identified, measured, managed and monitored.

### Chairperson of the BoD

The Chairperson 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 no. 220/2015), TUSMAV, and the Articles of Association, the Chairman is delegated to oversee internal control activities, with the organisational placement of the Internal Audit Department directly reporting to them and functionally coordinated with the Chief Executive Officer.

### Chief Executive Officer

The CEO supervises the functionality of the Company's SCIGR, implementing the guidelines defined by the Board of Directors; provides for the design, implementation and management of the SCIGR, constantly verifying its overall adequacy, effectiveness and efficiency.

With reference to corporate transparency<sup>14</sup>, the CEO proposes the Corporate Transparency and Communication Plan (hereinafter PTCA) to the BoD for approval and ensures the publication and periodic updating of the required data and information<sup>15</sup>.

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<sup>14</sup> The responsibilities in the field of Transparency were assigned to the Chief Executive Officer following the entry into force of Law 220/2015 - Rai Reform Law and the public radio and television service (later incorporated into the provisions of TUSMAV) and the Legislative Decree on the "Revision and simplification of the provisions on the prevention of corruption, advertising and transparency".

<sup>15</sup> The Staff Department reporting to the Chief Executive Officer coordinates, on behalf of said, the monitoring activities for the implementation and updating of said Plan.

### Corporate General Manager and Management

Within the scope of the functions covered and in the pursuit of the related objectives, they ensure the correct design and effective operation of the SCIGR over time and, depending on the risks managed, they establish specific control activities and monitoring processes suitable to ensure the effectiveness and efficiency of the SCIGR and to prevent and detect 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 the principles of proper administration, the effectiveness of the SCIGR and the adequacy of the organisational, administrative and accounting structure adopted by the Company and its proper functioning.

The statutory auditing of the accounts is conducted in accordance with current legislation and is entrusted to an Independent Auditing firm enrolled on a specific register<sup>16</sup>.

The auditing company, appointed by Rai and chosen by AGCOM from among those enrolled in the specific register at CONSOB, carries out controls on separate accounting<sup>17</sup>.

A Magistrate of the Court of Auditors attends meetings of the BoD and the Board of Statutory Auditors of Rai S.p.A., 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>18</sup>.

### Supervisory Board under Legislative Decree 231/2001

Rai S.p.A. complies with the provisions of Italian Legislative Decree no. 231/2001 regarding the administrative liability of entities by adopting the envisaged Organisation, Management and Control Model.

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

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<sup>16</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.

<sup>17</sup> In compliance with primary law, the Agreement and the Service Contract in force, Rai is obliged to draft 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 auditing company appointed for said purpose is different from the one appointed for the statutory audit of the financial year statement.

<sup>18</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".

The Supervisory Board reports to the BoD, the Chairperson of the BoD, the Chief Executive Officer and the Board of Statutory Auditors of Rai S.p.A. on the activities within its scope of responsibility and exchanges information with the CPM.

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

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

The CFO is responsible by law for defining and implementing an appropriate internal control system on financial reporting and, to this end, establishes adequate administrative and accounting procedures for the preparation of the financial statements and consolidated financial statements, as well as any other communication of a financial nature. They issue a declaration accompanying the Company's acts and communications disclosed to the market and relating to accounting information, including interim reports, and certifying that they correspond to the documentary results, books and accounting records. In addition, together with the Chief Executive Officer, they issue a statement regarding the financial statements and the consolidated financial statements of Rai concerning the adequacy and effective application of the administrative and accounting procedures indicated above during the period to which these accounting documents refer, as well as the reliability of the data contained therein and their compliance with the reference accounting principles.

#### Manager of Register of Contracting Stations (RASA)

Rai S.p.A., in its capacity as contracting station, is required by law<sup>19</sup> to appoint, through a specific provision, the Manager of Register of Contracting Stations (RASA), in charge of compiling and updating the Single Register of Contracting Stations (AUSA) and of checking and/or compiling, as well as of the subsequent updating, at least once a year, of the information and data identifying the contracting station itself.

Moreover, the National Corruption Prevention Plan intended the identification of the RASA as an anti-corruption organisational measure of transparency.

In compliance with these provisions, Rai S.p.A., through Resolution of the CEO, appointed the Purchasing Manager as RASA, publishing the appointment on the company website "Rai per la Trasparenza".

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<sup>19</sup> The combined provisions of Article 33-ter, paragraph 2 of Italian Law Decree no. 179/2012, 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 Contracting Stations, and the Communication of the President of 16 May 2013 establish that the contracting stations must communicate the name of the RASA Manager.

### Data Protection Officer (DPO)<sup>20</sup>

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.

### Internal Audit

It is the Company Management entrusted with the task of providing independent and objective assurance and consultancy activities aimed at improving the effectiveness and efficiency of the organisation, through the evaluation and strengthening of governance, risk management and internal control processes.

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 Chairperson, the Chief Executive Officer, the BoD, the Board of Statutory Auditors and the Supervisory Body. Information flows between the Internal Audit and the CPM are also envisaged.

### Standing Committee for the Code of Ethics

The Standing Committee for the Code of Ethics, reporting to the CEO, is the reference body in charge of implementing and controlling the requirements of Rai Group's Code of Ethics.

The Committee oversees actual compliance with the Code by the Recipients 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 reports on alleged infringements, reports to the CEO and informs the SB on the activities performed.

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<sup>20</sup> This officer represents the Company with the Italian Data Protection Authority and other Supervisory Authorities, including for the purposes of prior consultation and *data breach* management.

The Committee is composed of the Managers of the Internal Audit Department (in a coordinating role), Legal and Corporate Affairs, Human Resources and Organisation, Distribution and the CPM.

### The Corruption Prevention Manager (CPM)

The CPM, whose name is published on the institutional website of Rai in the Section entitled "Rai per la Trasparenza", is appointed by a resolution of the BoD and performs the duties indicated by the reference legislation<sup>21</sup>, informing, in the cases envisaged by this document, the Chairperson, the CEO, the Board of Statutory Auditors and the SB of Rai S.p.A.

By law, to perform said activities, the CPM has human<sup>22</sup>, financial and operating resources appropriate for the scope of Rai S.p.A., and in line with the budget limits.

For the verification activities, the CPM has full access to all the organisation's acts, data and information, functional to the control activity, which in any case pertain to the Top Management.

All the recipients of this PTPC must ensure the utmost collaboration and cooperation.

The revocation of the CPM 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 CPM on corruption prevention. If the CPM fails to perform his or her duties, he or she will undergo the disciplinary procedures applicable to personnel of his or her same level.

### Anti-Corruption Contact Persons

The Corporate Organisation Top Managers (first reporting to the Chairperson, the Chief Executive Officer, The Corporate General Manager the Chief Officers and in any case all the Heads of Department), the Managers of the Regional Offices and the Managers of the Regional Editorial Offices of the Regional Newspaper, the Managers of the Foreign Correspondence Offices and the Managers of the TV Production Centres, in consideration of the significant management and decision-making prerogatives they assume, especially within the context of their respective processes, coordinate with the CPM to implement the anti-corruption policy adopted by the Company.

### 231 Contact Persons

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<sup>21</sup> Italian Law 190/2012, "Provisions for the prevention and repression of corruption and illegality in the public administration" and subsequent amendments and integrations (so-called Anti-Corruption Law).

<sup>22</sup> See: Organisational Provision AD 2024/0003800 of 28/05/2024 "Corruption Prevention Manager" (CPM); "Support for the Prevention of Corruption" Unit and "Reports and Whistleblowing Management".

Heads of Departments/Facilities who supervise the regular performance of operations in sensitive areas within their areas of competence, in accordance with their respective organisational attributions. They must communicate, with the necessary timeliness, to the Supervisory Body, by means of a written note, any information, known to them, concerning the acts, conduct or events that may lead to a breach of the 231 MOGC or that, more generally, are relevant for the purposes of improving the effectiveness and efficacy of the same.

#### Transparency Contact Persons

Corporate Organisation Top Managers that apply the methodologies for the identification, assessment, management and monitoring of risks and controls for their respective areas of competence, guaranteeing the truthfulness, completeness, consistency and conformity of the data to the original documents, as detailed in Rai S.p.A.'s Corporate Transparency and Communication Plan.

#### Supervisory activities of external actors

The activities performed by the above-mentioned players of the SCIGR, 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 Bodies external to the organisation, including i) Italian Communications Regulatory Authority<sup>23</sup>; ii) Parliamentary Commission for the General Direction and Supervision of Broadcasting Services<sup>24</sup>; iii) Court of Auditors<sup>25</sup>; iv) Ministry of Enterprises and Made in Italy.

### **3.2 The Regulatory Framework and provisions of Rai S.p.A.'s SCIGR**

The main references of the regulatory framework on SCIGR, in addition to the governance instruments described above, are the following:

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<sup>23</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, the Italian Communications Regulatory Authority is entrusted with the task of verifying that the public service broadcasting is actually provided in compliance with Law no 112 of 2004, with the national service contract and the specific service contracts concluded with the regions and autonomous provinces of Trento and Bolzano, also taking into account the service quality parameters and user satisfaction indexes defined in the contract. Specific provisions regarding supervisory and control tasks carried out by the Authority are also contained in the current Agreement and Service Contract.

<sup>24</sup> The Commission is entrusted with guiding the public service broadcasting Concessionaire Company and with supervising the implementation of said guidance.

<sup>25</sup> Pursuant to Prime Ministerial Decree of 10 March 2010 – subjecting Rai under the control of the Court of Auditors.

**Code of Ethics:** it 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>26</sup>

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.

To ensure the widest knowledge and uniform application of the provisions contained in the Code, the CPM contributes, in coordination with the Anti-Corruption Contact Persons and the relevant corporate structures, to promoting awareness of the Code of Ethics and raising the awareness of personnel within the framework of the training initiatives promoted.

**Three-Year Corruption Prevention Plan:** The PTPC as defined in this document is an integral part of the SCIGR of Rai S.p.A.

**The Organisation, Management and Control Model of Rai S.p.A. pursuant to Italian Legislative Decree no. 231/2001:** identifies Sensitive Processes and Activities subject to the risks of committing the crimes referred to in Legislative Decree 231/01, provides for general and specific control standards and principles of conduct and implementation of decision-making processes in relation to the types of predicate crime.

The MOGC has, among other purposes, those of preventing and reasonably mitigating the risks associated with the Company's activities, with particular regard to any unlawful conduct that may entail the liability of the Company and the imposition of sanctions against it, and of determining, in all those who operate in the name and on behalf of the Company in the areas of activity at risk, the awareness that the possible commission of unlawful

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<sup>26</sup> More specifically, the Code of Ethics identifies as fundamental values:

- 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 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 fair competition, abstaining from any misleading or collusive behaviour or abuse of a dominant position.

conduct may entail the application of sanctions, at criminal and administrative level, not only against themselves, but also against the Company itself.

The specific standards, principles of conduct and the plans of action identified for the purposes of its full implementation 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.

**Regulatory, organisation and powers system of Rai S.p.A.:** 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.

**Reports and Whistleblowing Management Process:** whistleblowing plays a key role in preventing and combating irregular and unlawful conduct, also contributing to the strengthening of the SCIGR. Rai provides protection to people who send reports, in compliance with the regulations in force. Rai S.p.A.'s whistleblowing<sup>27</sup> and irregularity management activities<sup>28</sup> - are entrusted to the CPM<sup>29</sup> and defined in the "Policy on Reports and Whistleblowing Management" and in the "Reports and Whistleblowing Management Process"<sup>30</sup>.

**Disciplinary System:** All Rai personnel 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 occurred over time and with regard to the

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<sup>27</sup>To facilitate the sending and receipt of reports and to guarantee the confidentiality of the identity of the whistleblower/reporting party, of the Involved Person and of the person who may have been mentioned, a single internal reporting channel is used, access to which is made known to all potential whistleblowers on the company's intranet/Internet websites. Rai has set up the following reporting methods: dedicated IT platform and paper mail.

<sup>28</sup> The reference norm is comprised of Legislative Decree no. 24/2023 that regulates "the protection of persons who report violations of national or European Union law that harm the public interest or the integrity of the public administration or private entity, of which they have become aware in a public or private work context".

<sup>29</sup> The Policy - approved by resolution of the BoD of Rai S.p.A. on 11 July 2023 - identifies the reference principles, the guidelines, the main objectives to be pursued and the tools used in the management of whistleblowing disclosures. The "Policy on Reports and Whistleblowing Management" can be consulted on the RaiPlace corporate intranet at the following link <https://www.raiplace.rai.it/pagine/norme-e-procedure/governance-controllo-e-conformita/segnalazioni/> as well as on the "Rai per la Trasparenza" website "Breach Reporting" section.

<sup>30</sup> The "Reports and Whistleblowing Management Process", drawn up in accordance with the "Reports and Whistleblowing Management Policy", identifies the main stages and activities in this area, allocating the relevant responsibilities.

measures introduced by the PTPC, so that said actions are sanctioned through reference to that envisaged by the Regulations in question.

**Guidelines for Internal Auditing activities:** The document, approved by the BoD of Rai S.p.A. in the session of 22 February 2024, establishes the Guidelines for Internal Auditing activities, identifying responsibilities, functions, powers, operating procedures and information flows in the relationships with the Control/Supervisory Bodies.

## **Chapter 4 - Rai S.p.A.'s Three-Year Corruption Prevention Plan (PTPC)**

### **4.1 The PTPC within the framework of the SCIGR of Rai S.p.A.**

The PTPC defines an organisational model functional to the integration of safeguards and measures for the prevention of corruption in the broader context of the corporate SCIGR - of which it is a constituent element - and of Rai's more general organisational, administrative and corporate governance structures.

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.p.A. internal and external personnel, which play different roles based on an approach of collaboration and coordination.

### **4.2 The Purpose of the PTPC**

The PTPC aims at reinforcing the culture of legality, correctness and transparency in the management of corporate activities, through the awareness in the addressees of the responsibilities connected to their role, as well as preventing conduct potentially referable to cases of corruption, as described in paragraph 1.5 of Chapter 1.

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 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 mitigate the risk of corruption and seek to 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 the corruption prevention measures with the controls that must be implemented according to the Company's internal control and risk management system (SCIGR), as well as with the Company's budget in order to guarantee the financial sustainability of the measures envisaged, with the transparency measures (in particular, with Rai S.p.A.'s Corporate Transparency and Communication Plan) and with the personnel training plan.

### 4.3 Recipients of the PTPC

The recipients of the PTPC are: the Board of Directors, the Board of Statutory Auditors, the Supervisory Body (SB) and their members, the Corporate General Manager, all employees and, for the relevant parts, also the collaborators as well as all third parties who have relationships with the Company referable to the activities set out in this Plan (meaning - by way of example, but not limited to - suppliers, agents, consultants, professionals, self-employed or para-subordinate workers, business partners, auditing and control officers or other subjects).

The PTPC is published on the institutional website of Rai S.p.A. in the section entitled "Rai per la Trasparenza" (<https://www.rai.it/trasparenza/Anticorruzione-99ea10ed-e5d7-4e64-bf5f-6406185e7c2a.html>) and on the company intranet portal.

New employees are advised of the PTPC 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 S.p.A. and compliance with the same.

### 4.4 Entry into force, validity, and updates

The PTPC takes effect starting from the time of its adoption by the BoD of Rai S.p.A. It is valid for three years and is updated by 31 January of each year<sup>31</sup> at the proposal of the CPM, taking into account the progressive state of implementation of the planned initiatives, the objectives and priorities set by the Top Management Bodies, the indications provided by the National Anti-Corruption Authority and the Ministry of Economy and Finance or other Authorities, changes in the law, business, organisational and procedural changes that have occurred in the Company's structure, the results of the integrated Risk Assessment on

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<sup>31</sup> Subject to any extensions established by ANAC and taking into account the provisions of Article 1, paragraph 8 of the Anti-Corruption Law.

operational and compliance risks pursuant to Law 190/2012, giving evidence of the consequent actions to be taken as deemed appropriate by the CPM.

The CPM may, in any case, propose amendments to the PTPC whenever significant regulatory or organisational changes determine the need to do so, or if it considers that circumstances external or internal to the Company may reduce its suitability 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 CPM; the latter will advise the Chairperson and the CEO of the same when submitting the envisaged periodic reports.

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

The PTPC of Rai S.p.A. 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 conflict with the general interest of the Company.

The list of Sensitive processes and activities in which there is a potential risk of wrongdoing occurring is subject to evolution, also in function of the progressive implementation of the measures of the PTPC, as well as of the continuous updating of the results of the *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

Rai S.p.A., in the framework of its management and coordination activity towards its Subsidiaries, issues and disseminates the guidelines to which the Subsidiaries adhere in establishing and maintaining their respective PTPC (or Anti-Corruption Policy, for Rai Way). In any case, the corporate autonomy of the Subsidiaries shall be guaranteed, in compliance with Rai S.p.A.'s management and coordination guidelines. Therefore, the responsibility for the adoption, effective implementation and updating of the respective PTPC (or Anticorruption Policy, for Rai Way) remains with each single Subsidiary.

#### 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 Ethics and Legality

It is fundamental that all those who work in Rai feel involved and contribute directly to the protection of the Company's tangible and intangible assets by strengthening the culture of ethics and legality.

### 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 detected via the independent monitoring activities carried out by Internal Audit in the Audit interventions.

### Implementation of Information Flows

The information flows, i.e., the systematic acquisition, by the Supporting Unit of the CPM, 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 National Anti-Corruption Plan 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 PTPC Recipient 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. For it to be effective, it is necessary that the control system is not a mere formal fulfilment, but is actually aimed at identifying specific situations that can highlight possible anomalies.

### 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 legal 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 corruption prevention strategy. An essential requirement of the PTPC 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.

The method identified to define the PTPC and the related analysis and verification activity envisage the involvement and the direct contribution not only of the BoD and the Top Management, but also of the various stakeholders involved.

### Update

The updating of the PTPC is part of a particularly complex legislative context, especially for Rai, characterised moreover by a continuous evolution and stratification of regulations that have a significant impact on corporate control governance, such as: the "RAI and Public Radio and Television Service Reform Law", the "Consolidated Law on Audiovisual Media Services", the "Public Contracts Code", the legislation on the "Revision and simplification of the provisions on the prevention of corruption, publicity and transparency", the

"Consolidated Law on Publicly Owned Companies", the legislation on the protection of persons who report violations (whistleblowing), the National Anti-Corruption Plan and subsequent amendments of ANAC and the related Guidelines.

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 BoD, the Control/Supervisory Bodies, 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 internal audits and monitoring (Audits, Disclosures and Annual Information Reports of Contact Persons); 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 and processes 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 PTPC Governance Model

### 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 (BoD)

- a) appoints the CPM;
- 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 the PTPC;
- c) passes the general guidelines directly or indirectly aimed at preventing corruption;
- d) supervises the activities of the CPM 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 CPM, the Chief Executive Officer oversees the functioning of the PTPC adopted by the BoD of Rai S.p.A., implementing the provisions and the measures contained therein. In this context, in accordance with the CPM, 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 (CPM)

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

More specifically, the CPM has the following duties:

- implementing regulatory provisions on the matter of preventing and repressing corruption and illegality (Law 190/2012 and subsequent amendments and integrations),
- preparing the PTPC proposal and the relative updates for the adoption by the Board of Directors,

- checking the efficient implementation of the Plan and its suitability,
- monitoring the suitability of the mapping of the processes at risk of corruption and sensitive activities, in relation to the updating of the Risk Assessment, in line with what is envisaged by Law 190/2012,
- defining, liaising with the Human Resources and Organisation Department, the Annual Plan of Personnel Rotation, checking its implementation,
- contributing, in agreement with the Human Resources and Organisation Department, to the definition of appropriate procedures and initiatives to recruit and train employees that will be working in areas that are particularly exposed to corruption, as well as specific initiatives on the matter of the prevention of corruption,
- for the aspects falling within the competence of the CPM, guaranteeing the liaison and reporting with the National Anti-Corruption Authority (ANAC) and, to support the company functions, also with other Authorities,
- defining regular flows of information with the competent company Contact Persons to prevent and improve the control systems of the PTPC, with particular concern for those activities identified at risk of corruption,
- ensuring the necessary information exchanges with the Top Management and Control and Supervisory Boards of Rai S.p.A., through periodical reports regarding the outcomes of activities carried out in the relevant period, content foreseen by the ANAC standard form, and any PTPC violations,
- managing the whistleblowing and irregularity reporting channel, in line with the reference norms and company regulations.

Given the nature of Rai's activities, the obligations of the CPM also include a duty to disclose to the Chairperson, CEO and the Chairpersons of the Board of Statutory Auditors and the Supervisory Board of Rai S.p.A., any fact that he has gained proper knowledge of, which may include elements of an offence or a violation of the PTPC, 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 CPM "Support to the Anti-Corruption" 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 CPM, along with its organisational support structure, as to report to the Board of Directors<sup>32</sup>.

Said "Support to the Corruption Prevention" unit is tasked with working together with the CPM in the numerous activities it is responsible for; in particular it is in charge of:

- supporting the CPM in the preparation of the PTPC proposal and the relative updates and in the monitoring and checking of the implementation and suitability;
- analysing the legislation in the area of anti-corruption and monitoring company compliance, also with reference to the decisions of ANAC (Guidelines, Regulations, Resolutions, opinions, etc.), and in agreement with the Legal and Corporate Affairs Department;
- interfacing with the Internal Audit Management concerning the results of the Risk Assessment in order to monitor the opportune updating of the mapping of the processes at risk of corruption and the sensitive activities;
- preparing the training and information material for employees, Contact Persons and, as part of the guideline and coordination activities, also for the Subsidiaries' CPMs, working with the Human Resources and Organisation Department in drawing up specific training plans and events;
- monitoring and checking, in agreement with the Human Resources and Organisation Department, the effective rotation of offices, in compliance with company policy and the PTPC;
- arranging liaison and reporting to and from ANAC and the other Authorities, for the aspects falling within the competence of the CPM;
- managing periodic information flows as defined with the competent Contact Persons, for the prevention of corruption and improvement of the PTPC<sup>33</sup>;

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<sup>32</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>33</sup> The "Support to the Corruption Prevention" unit Organisational structure 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 CPM).

- preparing reports for Rai S.p.A. Top Management and Control and Supervisory Bodies, regarding the outcomes of activities performed by CPM during the reference period, the content set out on the ANAC standard form and any violations of the provisions provided in the PTPC;
- guaranteeing specialist support to Management in the field of anti-corruption safeguards and measures, with a view to integration aimed at improving the internal control and risk management system (SCIGR);
- supporting the company's Departments and Structures on the correct implementation of the legislation on non-conferability, incompatibility and conflict of interest; in liaison with the Human Resources and Organisation and Legal and Corporate Affairs Departments as far as they are concerned;
- updating the relevant data established by the Transparency and Corporate Communication Plan;
- interfacing with the competent offices that manage reports in relation to the outcome of the investigations, for the purpose of identifying the impacts on the prevention of corruption.

#### "Reporting Management"

In line with the provisions of Legislative Decree no. 24/2023 so-called "Whistleblowing", the Policy on reporting management was adopted by Rai S.p.A. with which the BoD entrusted the management of reports to the CPM, which is assisted by a specific nucleus of resources, which is responsible for:

- supporting the CPM in the management of the reporting channel and ensure the correct implementation of the relevant legislation, as well as company regulations;
- receiving, evaluating and classifying the reports;
- planning the investigations and coordinating the related activities;
- interfacing with the Departments involved in the reports and whistleblowing management process;
- interfacing with the Internal Audit Department in cases of preliminary support to the CPM and for the management of information flows;

- identifying, following the preliminary activities carried out, any suggestions and/or recommendations for the purpose of improving the SCIGR and monitoring the consequent initiatives, as well as coordinating with the "Support to the Corruption Prevention" unit Structure in the formulation of proposals for adapting the anti-corruption safeguards;
- interfacing with the Human Resources and Organisation Department for the purpose of assessing competence in the management/organisational/disciplinary field following investigations carried out, as well as with the Legal and Corporate Affairs Department for the profiles of competence;
- supporting the PCM in the preparation and monitoring of information flows for the Top Management, the Control/Supervisory Bodies and the Corporate Bodies.

Rai S.p.A.'s employees, collaborators and suppliers

The employees and, for the relevant and applicable parts, the collaborators and suppliers of Rai S.p.A. are required to be aware of the PTPC, as well as to comply with it and, to the extent of their competence, to execute it and continuously improve it. They are also responsible, within the scope of their respective activities, for monitoring and preventing corruption.

In consideration of Rai's complex and articulated organisational and territorial structure, in order to ensure the effective and capillary monitoring and implementation of the control system for the purposes of preventing corruption, the CPM is supported by: i) the Anti-Corruption Contact Persons; ii) the managers and heads of organisational units; iii) persons with power of attorney or delegation; iv) employees; v) collaborators.

Under this PTPC, these parties are given the task of fully and continuously working towards the prevention of corruption and unlawfulness in Rai S.p.A. 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.

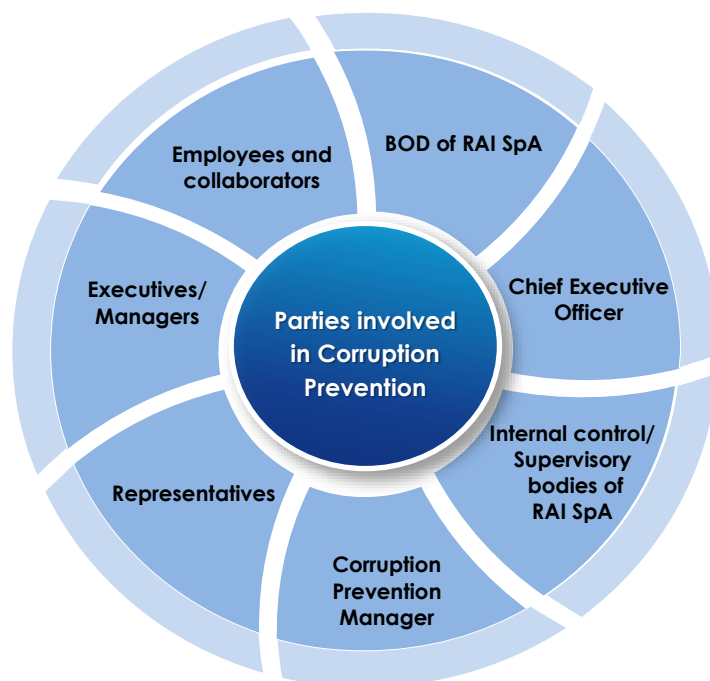
In this context, the Corporate Organisation Top Managers (direct reports of the Chairperson, the Chief Executive Officer, the Corporate General Manager, the Chief Officers and in any case all the Heads of Department), the Managers of the Regional Offices and the Managers of the Regional Editorial Offices of the Regional Newspaper, the Managers of Foreign Correspondence Offices and the Managers of the TV Production Centres 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 "Contact Persons" for the prevention of corruption.

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

Internal Control Body/Supervisory Board of Rai S.p.A.

Within the scope of their respective prerogatives, as regards the SCIGR, the Control/Supervisory Bodies of Rai S.p.A. contribute to overseeing the effectiveness of the PTPC and its implementation. Specific, reciprocal flows for the coordination and exchange of information between the Control/Supervisory Bodies, and the CPM have been set in place.

In summary, the parties involved in the process to prevent corruption within Rai S.p.A. are:



## 6.2 The PTPC “Governance Control” Model

Rai S.p.A. has defined a structured process for the governance and control of the PTPC and the measures envisaged therein. In this context, all of the players of the SCIGR work in a coordinated and synergistic manner within a model that, as illustrated above, envisages 3 levels of control.

Within the scope of the **Level I controls**, managers, employees and collaborators carrying out activities in areas at risk of corruption (so-called Risk Owners) are responsible for the identification, assessment, operational management and monitoring over time of the risks and related controls (line monitoring).

These individuals are required to report any changes in the risks within their remit to their hierarchical superior and to promote the continuous improvement of the relevant control measures (in terms of design and operation). Where possible, they should support the integration and streamlining of controls within their operational activities while maintaining the same level of preventive effectiveness and ensuring proper communication to the Anti-Corruption Contact Person.

Monitoring is performed with a frequency that is adequate for the level of risk exposure and how the controls are performed. The relevant outcomes are communicated by the Anti-Corruption Contact Person to the Corruption Prevention Manager, along with any identified of risk situations/weaknesses and the corrective measures adopted/to be adopted to strengthen prevention efforts.

In this context, the Anti-Corruption Contact Persons:

- assist the CPM 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 CPM, through formal 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 CPM, for example, in the event of changes in the way a relevant Unit operates (so-called organisational changes);
- operate in coordination with the CPM for training and awareness requirements within the reference Units.

**Level II controls** are represented by the activities performed by the CPM and entails the coordination of the anti-corruption process as a whole, contributing - with the support of the “Contact Persons” - 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*).

The CPM, with the contribution of the other players of the PTPC, among other tasks, must:

- in agreement with the Contact Persons, 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 Contact Persons' acknowledgement and compliance with the PTPC protocols and measures within the scope of their responsibility; to this end, the CPM also relies on the annual Contact Persons' information sheets;
- manage the received reports through the institutional channels and procedures envisaged.

The CPM monitors the measures of the PTPC using **4 courses of action**, illustrated in paragraph 7.3 herein.

**Level III Controls** are assured - in line with the best practices of SCIGR assessment - by independent monitoring activities performed by the Internal Audit Department. This Department conducts specific evaluations to assess the operational efficiency and the adequacy 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.

These checks are also included in the Audit Plans. 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 Corruption Risk Management Process**

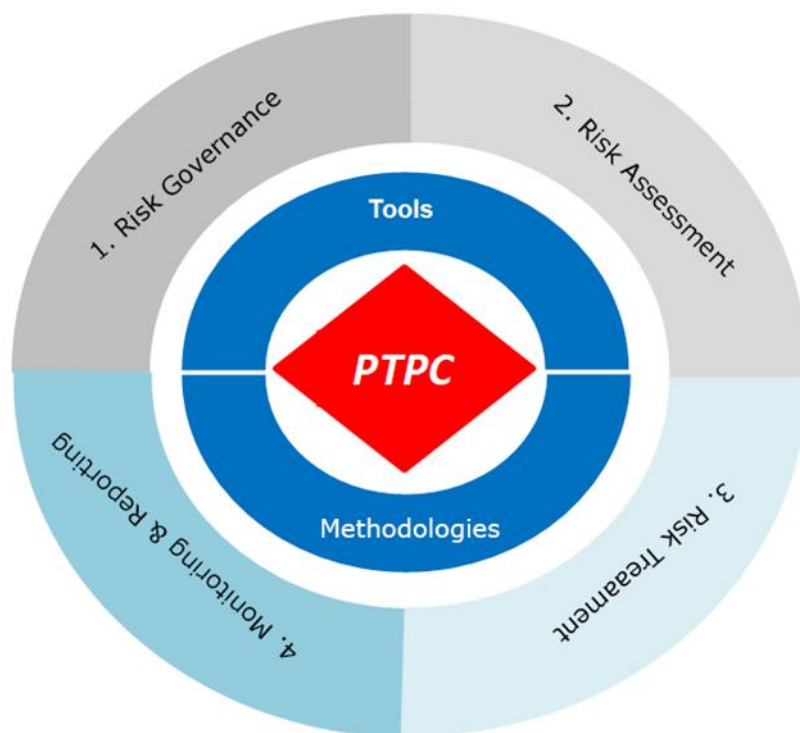
Risk management, an integral part of the SCIGR, is the set of activities to monitor and track the exposure to the risk of corruption of specific business conducts considered sensitive. The adoption of the PTPC and its implementation are instrumental in managing risk establishing appropriate principles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

To this end, implementation measures are a fundamental and decisive aspect through which this PTPC 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 S.p.A.;
- g) based on human and cultural factors, as part of a complex scenario such as that of Rai S.p.A.;
- h) transparent and inclusive;
- i) dynamic, interactive, and reacts to change;
- j) seeking to encourage continuous corporate improvement.

The corruption risk management process in Rai S.p.A., which involves coordination between the Internal Audit Department and the CPM, is divided into the following 4 phases:



*Methodological framework for the anti-corruption process*

### 1. Risk Governance

This phase defines the rules for governing corruption risks and the methodology for detecting, analysing, assessing, modifying, integrating risks and controls.

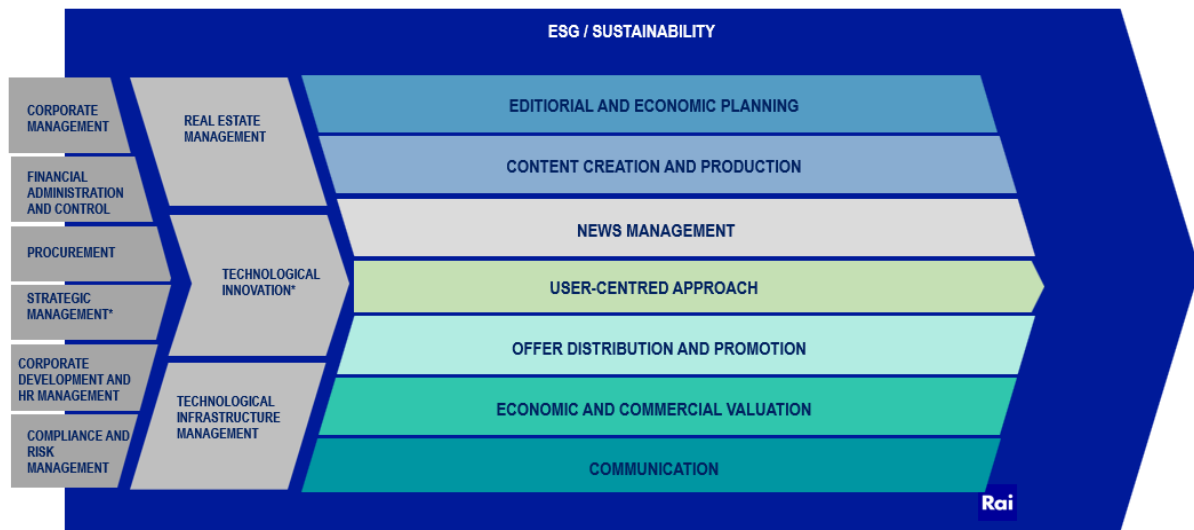
### 2. Control Risk Self-Assessment

The Integrated Risk Assessment<sup>34</sup> process was completed, which made it possible to identify and assess the risks of compliance with anti-corruption and administrative liability regulations, as well as operational risks. The activity led to an updated mapping of the activities sensitive to the risk of corruption - as identified below - associated with the various business processes of the value chain<sup>35</sup> (depicted in the figure below) with a related assessment of their risk levels<sup>36</sup>.

<sup>34</sup> The Integrated Risk Assessment Project was concluded in the second half of 2022 and it is subject to periodical monitoring and updating by the Internal Audit Department.

<sup>35</sup> The Value Chain is the representation of the macro-processes necessary for the Company to pursue its mission and achieve its objectives. Each macro-Process gathers within it several processes governing specific areas.

<sup>36</sup> See Section 7.2



\* The 'Strategic Management' and 'Technological Innovation' value chain processes have no associated sensitive 190 activities

The Risk Assessment activity aims at:

- having a complete mapping of sensitive activities, i.e., those process activities in the context of which conduct may be carried out that does not comply with Law no. 190/2012 (the so-called "corruptive risk");
- assessing the exposure of the identified sensitive activities to the risk of corruption.

The identification of these activities is carried out by means of interviews with the individual Anti-Corruption Contact Persons, during which the sensitive activities for which they are responsible and the possible ways in which the offences potentially associated with them may be committed are analysed. The Contact Persons are responsible for assessing the risks within the company processes/areas of competence with the methodological support of Internal Audit (Control Risk Self-Assessment).

Internal Audit acts as Project Manager of the Integrated Risk Assessment project.

The mapping of sensitive activities is updated according to changes in the reference legal/regulatory framework and significant organisational changes. Risks are assessed as the product of probability of occurrence and impact.

The methodology adopted has provided for an assessment of risks both at an 'inherent' level, i.e. without taking into account the mitigation activities implemented (SCIGR), and at a 'residual' level, i.e. taking into account the mitigation measures already adopted and capable of reducing the probability of occurrence and/or the related impact.

### 3. Risk Treatment

At the end of the integrated Risk Assessment project and taking into account the residual risk assessments, the Contact Persons define, for the areas of their competence, the risk treatment actions and their implementation priorities, with the methodological support of Internal Audit.

These actions flow into an Action Plan document including the Referents for implementation and the relevant deadlines and may be supplemented by further actions in relation to the contributions periodically provided by the Referents concerned, which are represented in the CPM's periodic reports.

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

The purpose of this phase is to monitor over time the residual risk levels of activities sensitive to the risk of corruption, and it is supervised by the CPM, which makes use of Internal Audit, which ensures:

- the verification of the implementation of the actions set out in the Action Plan in compliance with the established time frame, also providing the necessary methodological support;
- the analysis of the outcomes of *Audit* and *Follow-up* actions and the resulting improvement actions, as well as the outcomes of investigations on reports<sup>37</sup>;
- Reporting to the CPM.

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

Sensitive processes and activities are also periodically monitored by the CPM as part of the Annual Information Sheets drawn up by the individual Anti-Corruption Contact Persons, where an assessment is requested, to the extent of their competence, of the confirmation of the overall mapping of sensitive activity/ies and of the assessment of the relative risk

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<sup>37</sup> The outcomes of *audit* and *follow-up* actions and investigations on reports with related recommendations/actions for improvement represent *Key Risk Indicators (KRIs)* for assessing SCIGR and thus residual risk.

value; the Contact Persons may also report the presence of any additional sensitive activities at potential risk of corruptive events, with respect to those identified in the PTPC.

The results of the CPM's monitoring, with particular reference to any measures to improve the SCIGR in addition to the above-mentioned Action Plan, are reported to the Internal Audit function.

## **7.2 Rai S.p.A.'s sensitive processes and activities at risk of corruption**

For each sensitive activity at risk of corruption, an assessment of the relative level of risk (inherent and residual) was carried out, considering the probability of occurrence of a possible risk event and the potential impact of its occurrence.

The assessment of risk levels was carried out on the basis of a 5-level scale: Low, Medium Low, Medium, Medium High and High.

### Assessment of the 'inherent' risk of each sensitive activity

The two components of the inherent risk associated with each sensitive activity (probability of occurrence and impact) were measured on the basis of quali-quantitative criteria.

In particular, probability was assessed on the basis of a 5-level scale (from rare to probable), taking as a reference the more prudential of the two criteria of: i) frequency of the sensitive activity and ii) historical basis of occurrence of the event at risk.

Impact, on the other hand, was assessed on the basis of a 5-level scale (from minimum to extreme), considering one of the following 4 criteria (the one deemed most relevant): Descriptive/qualitative, Economic/financial, Reputational, Service level.

### Evaluation of the 'residual' risk of each sensitive activity

In order to assess the value of the residual risk, inherent risk reduction criteria have been defined, based on the assessment of the adequacy of the SCIGR relating to sensitive activities, carried out considering predefined Control Standards.

The Predefined Control Standards consist of 4 general standards (Segregation, Rules, Roles and Responsibilities, Traceability), applicable to all sensitive activities and specific standards, applicable to certain activities.

More specifically:

- each of the 4 general control standards, where they exist, is assigned a reduction of 10%, resulting in a reduction of the inherent risk up to a maximum of 40%;

- the inherent risk is further reduced by 10% if specific control standards are in place;
- the inherent risk is reduced by a further 20% if the resilience of the SCIGR is adequately assessed on the basis of *Key Risk Indicators* (KRIs) such as, for example, the results of *audits* and investigations on reports.

Assessment of the level of residual risk related to each process

All the sensitive activities that emerged from the Risk Assessment are associated with a process in the value chain.

To assess the residual risk level of each process, the arithmetic mean of the risk levels of the sensitive activities associated with the process was calculated, weighting it according to their quantity. This is based on the assumption that the greater the number of risk events impacting each process, the greater the theoretical probability that a risk event could potentially occur.

Below is the list of value chain processes, presented in descending order based on the level of residual risk. Within each process, the related sensitive activities are also listed in descending order of residual risk level.

<b>Value Chain Processes and related sensitive activities</b>		<b>Law 190/2012 Residual Risk Level Medium Weighted</b>
<b>1</b>	<b>NEWS MANAGEMENT</b>	<b>Medium High</b>
1.1	News and TV reports management	
<b>2</b>	<b>PROCUREMENT</b>	<b>Medium</b>
2.1	Selection and negotiation of agreements with foreign suppliers for the implementation of programmes or journalistic services	
2.2	Contract management	
2.3	Selection, awarding and stipulation	
2.4	Procurement activation and definition of negotiation strategy	
2.5	Procurement planning	
2.6	Activation of purchase of rights and definition of negotiation strategy	
2.7	Rights contract management	
2.8	Negotiation and stipulation of rights acquisition contracts	
2.9	Stipulation and management of self-employment and/or artistic contracts (e.g. claqueurs/extras/scenographers/directors/costume designers/prompters, voice-over artists)	
2.10	Selection, assignment and management of consultancy, fiduciary assignments, technical assignments, etc.	
2.11	RSE/RSF - Operating purchases	
2.12	Negotiation and stipulation of contracts with collecting societies	

**Value Chain Processes and related sensitive activities**

2.13	Supplier Register Management	
<b>3</b>	<b>CONTENT CONCEPTION AND PRODUCTION</b>	<b>Medium</b>
3.1	Warehouse management (production activities)	
3.2	Management of public utility and accessibility products/services	
3.3	Management of journalistic programmes and in-depth features	
3.4	Product setup (definition of product characteristics)	
3.5	Assignment and management of light filming equipment and other technical filming assets	
3.6	Management of competitions and broadcast prizes	
3.7	Selection of editorial products	
3.8	Request for authorisations, licences, concessions, etc. from public bodies for editorial/production activities	
3.9	Management of co-production contracts (financial report analysis)	
3.10	Selection and management of programme guests	
3.11	Management of production advances	
<b>4</b>	<b>ORGANISATIONAL DEVELOPMENT AND HUMAN RESOURCES MANAGEMENT</b>	<b>Medium</b>
4.1	Management of business trips, expense reimbursements and advances	
4.2	Management of allowances and salary supplements	
4.3	Tracking of staff attendance/absences	
4.4	Management of staff assignments and transfers	
4.5	Management of extrajudicial labour disputes	
4.6	Scheduling of work shifts	
4.7	Performing activities/tasks outside of work duties	
4.8	Remuneration policies	
4.9	Career advancement	
4.10	Activation and management of the disciplinary system	
4.11	Management of gifts from third parties	
4.12	Representation expenses	
4.13	Management of inspections and requests from the relevant authorities on labour and social security matters	
4.14	Analysis of job positions	
4.15	Management of redundancy incentive plans	
4.16	Management of industrial/trade union relations	
4.17	Payroll management	
4.18	Staff recruitment	
<b>5</b>	<b>DISTRIBUTION AND PROMOTION OF OFFERINGS</b>	<b>Medium</b>
5.1	Management of activities related to products and content on digital platforms, including social networks	

<b>Value Chain Processes and related sensitive activities</b>		<b>Law 190/2012 Residual Risk Level Medium Weighted</b>
<b>5.2</b>	Reporting on the use of copyright	
<b>5.3</b>	Management of advertising schedules (programming scheme and related modifications)	
<b>5.4</b>	Obtaining authorisations from SIAE or licences from other rights holders	
<b>6</b>	<b>TECHNOLOGICAL INFRASTRUCTURE MANAGEMENT</b>	<b>Medium</b>
<b>6.1</b>	Management of the warehouse (IT and technological equipment)	
<b>6.2</b>	Management of user profiles and authentication processes, logical access to and from external sources, and workstations	
<b>6.3</b>	Obtaining permits for the temporary occupation of public land with recording equipment or mobile set constructions	
<b>6.4</b>	Application for permits, licences and authorisations for the operation of broadcasting and broadcasting of the television and radio signal on the national territory	
<b>6.5</b>	Management of the process for creating, processing and archiving electronic documents with probative value	
<b>6.6</b>	Management of digital signature devices	
<b>7</b>	<b>COMMUNICATION</b>	<b>Medium</b>
<b>7.1</b>	Management of content published on social networks and/or the company website	
<b>7.2</b>	Management of institutional and/or product promotion	
<b>7.3</b>	Registration of products for Festivals (national and international)	
<b>7.4</b>	Organisation of events	
<b>7.5</b>	Management of relationships with representatives of European and International Institutions	
<b>7.6</b>	Provision of gifts to third parties	
<b>7.7</b>	Management of the warehouse (gifts)	
<b>7.8</b>	Sponsorship contracts	
<b>7.9</b>	Management of relations with Public Entities, Supervisory Authorities, Administrative Authorities and other relevant authorities (including the Parliamentary Oversight Committee, ANAC, AGCOM, Corecom, Court of Auditors, AGCM, Ministry of Enterprises and Made in Italy)	
<b>7.10</b>	Free transfer of obsolete gifts	
<b>7.11</b>	Management of external communication (press releases)	
<b>7.12</b>	Management/organisation of ceremonial events for institutional guests	
<b>7.13</b>	Media partnerships and sponsorships	
<b>7.14</b>	Management of relations with the PA (central PA and instrumental bodies) for the preparation of value-added institutional communication initiatives aimed at the definition of conventions, institutional partnerships and memoranda of understanding	
<b>7.15</b>	Development and management of collaboration/partnership agreements with Universities, Research Centres, Associations and other entities in the field of public utility	
<b>7.16</b>	Management of relations with Institutional Bodies and Associations of reference on public utility in relation to the fulfilments deriving from the Service Contract	
<b>7.17</b>	Information and dissemination of news on unlisted and listed financial instruments	
<b>7.18</b>	Participation in PA tenders (central PA and instrumental bodies) for the implementation of	

**Value Chain Processes and related sensitive activities**

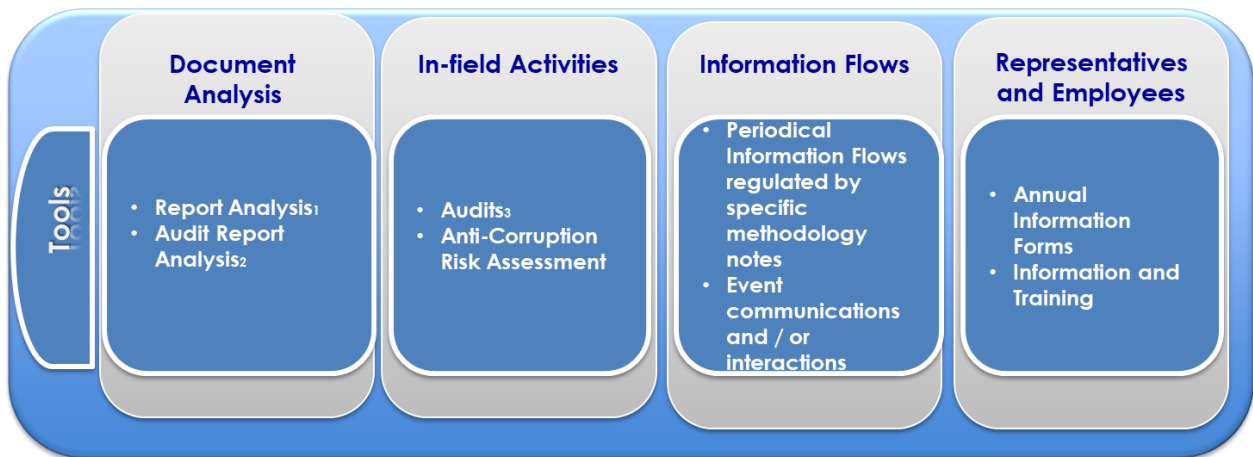
institutional communication projects

<b>8</b>	<b>REAL ESTATE INFRASTRUCTURE MANAGEMENT</b>	<b>Medium</b>
8.1	Conservation and management of artistic and/or culturally significant assets	
8.2	Management of corporate movable assets (fleet of vehicles and other movable assets not related to production)	
8.3	Sale/Disposal of corporate assets	
8.4	Request for permits, licences, concessions, etc. from public entities for maintenance, construction and other activities	
8.5	Acquisition/Disposal (sale) of real estate assets	
8.6	Negotiation and signing of passive/active lease and loan agreements	
<b>9</b>	<b>ECONOMIC AND COMMERCIAL ENHANCEMENT</b>	<b>Medium Low</b>
9.1	Management of product placement and other commercial communication activities	
9.2	Management of the securities exchange	
9.3	Management of the subscription database	
9.4	Management of activities carried out by licence fee agents for special subscriptions	
9.5	Support activities in handling disputes and subscription refunds	
9.6	Management of relations with the Italian Revenue Agency during the redefinition of the "general handling procedures" regarding the television and radio license fee	
9.7	Transfer of materials to third parties related to broadcasts (television products and journalistic services)	
9.8	Signing of the Agreement (hereinafter "Cooperation Agreement") with the Revenue Agency for subscription fees for broadcasting services	
9.9	Support to the Revenue Agency in managing the compulsory collection of regular and special subscriptions	
<b>10</b>	<b>COMPLIANCE AND RISK MANAGEMENT</b>	<b>Medium Low</b>
10.1	Management of physical access to company premises	
10.2	Management of missions in critical areas/war zones	
10.3	Activities for the execution of prize competitions	
10.4	Inspection visits regarding health, safety at work and the environment	
10.5	Reports and Whistleblowing Management	
10.6	Execution of audits and follow-up actions and definition of intervention outcomes	
10.7	Monitoring of corrective actions	
10.8	Signing and management of the National Service Contract	
10.9	Management of relations with the certifying body for inspection activities aimed at obtaining/maintaining certifications (e.g. UNI EN ISO 45001 and/or UNI EN ISO 14001)	
10.10	Definition of the Audit Plan	
10.11	Management of disputes, including the definition of settlement agreements	
10.12	Management of relations with judicial police bodies	
10.13	Management of relations with parties involved in judicial proceedings	

<b>Value Chain Processes and related sensitive activities</b>		<b>Law 190/2012 Residual Risk Level Medium Weighted</b>
<b>11</b>	<b>INTEGRATION OF SUSTAINABILITY IN BUSINESS</b>	<b>Medium Low</b>
11.1	Implementation of corporate initiatives on social responsibility topics (e.g. participation/co-promotion and organisation of events)	
11.2	Promotion/creation of fundraising initiatives	
11.3	Donations, including within the scope of prize competitions involving VIPs	
11.4	Disposal of company assets (e.g. PCs, mobile phones) for charitable purposes, donations, and other gifts	
11.5	Promotion or management of communication campaigns for social causes	
<b>12</b>	<b>EDITORIAL AND BUSINESS PLANNING</b>	<b>Medium Low</b>
12.1	Arrangement and management of radio schedules	
12.2	Arrangement and management of television schedules (linear programming)	
<b>13</b>	<b>ADMINISTRATION FINANCE AND CONTROL</b>	<b>Medium Low</b>
13.1	Management of accounts receivable and payable (active invoicing and payment clearance)	
13.2	Management of relations with the Tax Administration (e.g. requesting/obtaining tax incentives or tax credits, inquiries, etc.)	
13.3	Management of financial transactions (including intra-group)	
13.4	Acquisition and management of active and passive guarantees	
13.5	Acquisition and/or management of financing	
13.6	Management of relations related to the acquisition and maintenance of creditworthiness (credit rating)	
13.7	Transactions involving unlisted and listed financial instruments	
13.8	Management of tax inspection visits and requests from the relevant Authorities and visits related to Judicial Police activities	
13.9	Credit management	
13.10	Budgeting (costs and investments)	
13.11	Capital transactions and profit allocation	
<b>14</b>	<b>CORPORATE MANAGEMENT</b>	<b>Low</b>
14.1	Management of relations with the Independent Auditors and the Board of Statutory Auditors	
14.2	Selection and appointment of corporate bodies or offices of Rai and its subsidiaries/associated companies	
<b>15</b>	<b>USER CENTRALITY</b>	<b>Low</b>
15.1	Participation in the decision-making bodies of sector bodies (e.g. AUDITEL)	

### 7.3 Verification of the adequacy of the PTPC

The verification of the adequacy and compliance with the PTPC by the addressees is implemented by the CPM also through the operational involvement of other corporate structures, through the following **4 lines of action**:



<sup>1</sup> Compliance checks pursuant to Law 190/2012 are carried out, with respect to transversal principles and protocols of the PTPC, with a view to anti-corruption monitoring.

<sup>2</sup> The Integrated Risk Assessment - the Project Management of which was conducted by the Internal Audit Department - is periodically updated by the same Department. Updates of the residual risk levels associated with Sensitive Processes and Activities are transmitted to the PCM for consequent incorporation into the mapping of Sensitive Processes and Activities present in the PTPC.

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

### 8.1 The Measures

The implementation of appropriate safeguards and prevention measures is based on the correct identification of Sensitive Processes/Corporate Risk Areas and related sensitive activities, i.e. with potential corruption risk.

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, they include:

- **“Transversal” control principles that apply to all company processes, sensitive activities and areas:**

*segregation of tasks and responsibilities*

*traceability of processes and activities*

*respect for process roles and responsibilities*

*provision of process rules*

*absence of conflict of interest*

*confidentiality*

- **Specific protocols for the “General Areas” envisaged by the PNA for the Sensitive processes of Rai S.p.A.:**

*Procurement of works, services and supplies area (Procurement Process)*

*Personnel acquisition and progression area (Organisational Development Management and Human Resources Process)*

*Legal and Corporate Affairs area (within the Compliance and Risk Management Process)*

*Management of income, expenses and assets area (Administration Finance and Control Process)*

- **Protocols associated with the “General Measures” envisaged by the PNA and others specific to public services (Transversal Protocols):**

*protocol on conflicts of interest*

*protocol on free gifts, gifts, gadgets and benefits*

*protocol on the disclosure of confidential company data, information and documents*

*protocol on the protection of whistle-blowers and persons involved in whistleblowing disclosures*

*protocol on relations with Authorities/Bodies and on indications coming from external subjects concerning the management of Rai S.p.A.'s activity.*

- **Anomaly indicators<sup>38</sup>**: if an anomaly indicator is found among those listed at the end of the Protocols, the management shall promptly adopt any useful initiative aimed at verifying the possible existence of actual corruptive phenomena, highlighting to the reference Contact Person and to the CPM the actions taken or to be taken in order to monitor the risk and its evolution.

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, sensitive activities and areas:

**Segregation of duties and responsibilities**: in order to guarantee independence and objectivity, Rai ensures in its sensitive processes the intervention of several subjects and the separation of activities between those who are in charge of taking decisions/authorising acts, of seeing to their execution and of carrying out the related appropriate controls provided for by law and by procedures. The function of this control measure, as a whole, is to mitigate discretionary power in the activities and in individual processes. An entire sensitive process cannot, therefore, be entrusted to a single person;

**Traceability of processes and activities**: each decision-making and authorisation process for the performance of each sensitive process must be able to be reconstructed and verified ex post in its main phases and activities. More specifically, for each operation and activity relating to each sensitive process, there must be adequate evidence kept and filed on documentary or IT support. Where computer systems are used in the performance of sensitive activities, such systems must ensure: access to the system only for persons in

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<sup>38</sup> The anomaly indicators have been defined on the basis of the Company's internal and external experience/knowledge; they are subject to additions and refinements made over time, depending on the experience gained in the field. 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 indicators emerge.

possession of authorisation, correct allocation of operations to the persons responsible for them, traceability of the operations carried out at all stages, and filing and storage of the records produced;

**Respect for process roles and responsibilities:** Rai has a system of organisational provisions and internal authorisation powers and proxies consistent with the organisational and managerial responsibilities assigned, containing the specific indication of powers, limits and exceptions, also with respect to the approval of expenses, to the subjects who are entitled to commit the Company towards third parties. This system defines and circumscribes the powers of the persons acting on behalf of the Company and allows the traceability of corporate acts, having external or internal relevance, to the natural persons who adopted them, being useful for the subsequent identification of the persons responsible for the adoption of acts through which, directly or indirectly, an offence was committed;

**Provision of process rules:** Rai adopts internal regulations for the performance of sensitive activities that establish responsibilities, operating methods and controls. This principle is functional to ensure the compliance of conduct with the guidelines and management lines defined by the Company;

**Absence of conflicts of interests:** a conflict of interest, irrespective of its intensity (apparent, potential or concrete) occurs in all cases where a person holds an office or position or is in charge of an activity functional to the public and general interest, and is, at the same time, also the bearer of a related private interest in the same area, capable of interfering with and altering the decision-making process. The subjects involved in any capacity in Rai S.p.A.'s processes act according to relations marked by the highest levels of ethical behaviour, as also provided for by Rai S.p.A.'s Code of Ethics. Therefore, all subjects of Rai S.p.A. are bound to avoid and/or manage any situation and activity showing a conflict of interest that could tend to interfere (or appear to have the potential to interfere) with the ability of the employee, collaborator or supplier to act in compliance with his/her duties and responsibilities in full respect of the principles and contents of the Code of Ethics, MOGC, PTPC and PTCA;

**Confidentiality:** without prejudice to the observance of the principle of transparency and to the disclosure and publication obligations imposed by the provisions in force, it is the obligation of all employees and of all those who have contractual relations with Rai S.p.A. to ensure the confidentiality required by the circumstances for each piece of news/information learnt by reason of their function.

## **8.3 Protocols and Anomaly Indicators**

### 8.3.1 Protocols regarding the “Assignment of works, services and supplies” Area (*Procurement Process*)

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

The aforementioned provisions and procedures also govern contracts excluded in whole or in part from the Public Procurement Code (Legislative Decree no. 36/2023), among which contracts in the radio and television sector are of particular importance, as outlined by the Rai Reform Law (Law no. 220/2015), TUSMAV (Legislative Decree no. 208/2021) and the Public Contracts Code itself. Contracts in the radio and television sector (including facilities relating to sporting events) do not apply to the rules laid down for contracts relating to the so-called ordinary sectors.

The applicant corporate Departments/Structures and those in charge of the Purchase guarantee constant monitoring of compliance with the protocols and will report to the CPM and to players of the SCIGR any potentially anomalous situations, and the related initiatives taken to improve prevention measures.

The following provision 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:** the determination of the subject matter of the award must meet the actual needs of the company and avoid that in the awarding procedures activities are put in place aimed at benefiting some of the participants, in compliance with the general principles, expressed in the forms and with the suitable methods for each specific type of contract, of impartiality, transparency, effectiveness, efficiency and internal control, as well as principles of free competition and market openness referred to in the sector regulations.

**Obligation:** when determining the subject of the contract to be assigned, the competent functions are obliged to adopt criteria that are as objective, pre-established 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 PRs must be consistent with: i) the real needs and the level of quality required; ii) the times envisaged for the consumption or commitment of the services (supplies, services and works) and in any case with those provided for by internal legislation due to the time taken to carry out the award procedures; iii) the principles of free competition, equal treatment, non-discrimination and transparency, in the forms and with the suitable methods for each specific type of contract.

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 - 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 process (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 for the design, in advance, by the hierarchically senior position of the Department/Structure to which they belong. 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 award procedures must comply with the criteria and principles of legality, economy, effectiveness, impartiality, equal treatment, transparency, proportionality, publicity<sup>39</sup>, environmental protection and energy efficiency as well as free competition and openness to the market, in the forms and with the suitable methods for each specific type of contract.

It is necessary to ensure the traceability and transparency of the activities carried out, the accessibility of data and information, preferably using automated systems; in relations with economic operators, formal and transparent channels must be preferred, instead of unofficial communication channels that cannot be perfectly monitored.

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>40</sup>; opportunistic offers; suspicious subcontracting or R.T.I. (Temporary Grouping of Companies); rotation of offers and market division; alarm signals regarding the manner of participation in the tender), also informing the CEO and the CPM.

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

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<sup>39</sup> To the extent of the protection of confidentiality for reasons relating to competition.

<sup>40</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.

legal provisions for the ordinary sectors and in compliance with the specific provisions and company procedures for the radio and television sector.

(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, also 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:** the management of the performance of the contract must be such as to prevent the occurrence of unlawful acts also attributable to a failure by the contract manager to properly monitor the supplier's compliance with its obligations.

**Obligation:** inclusion in all Rai S.p.A. contracts of the name of the person responsible for the execution stage and 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, or in hypotheses governed by the legislative provisions applicable to the case in question, the provision of the services is subordinate to a request to the supplier for early provision by the

Department identified by company regulations, 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 CPM, if the circumstances envisaged by Article 32, subsection 1 of Italian Decree Law 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 provisions of each contract and 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 indicate the companies directly and indirectly involved in the provision of the service, by way of subcontracting (and subcontractor) arrangements, as well as any later change to the same for whatever reason. Total subcontracting is 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 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 by substantially altering the contractual structure defined with the award, acting 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, in agreement with requesting departments, must inform the CPM and the competent players of the SCIGR 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 (Procurement Process)**

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

#### **A) Resources Planning**

1. Scarce or delayed resources planning;
2. Frequent and unjustified use of non-fungible products/services, or having restricted performance/functional requirements and/or specific techniques tailored on a specific supplier/product;

#### **B) Design and draft of Specifications**

1. Scarce description of the need;
2. Behaviours not in line with the standard design phase of the awarding procedure (i.e., disclosure of confidential information, undue and/or unrecorded participation to the draft of specifications);
3. Appeal of tender notices by excluded competitors for defining unlawful and discriminatory exclusion requirements or more generally anomalous requirements and/or technical specifications that may benefit a specific competitor.

#### **C) Preparation of the Purchase Request (PR)**

1. Systematic unjustified purchase requests, lacking express motivation, 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) and, therefore, allowing for preliminary planning;
3. Frequent use of individual assignments of the same nature, where these could be objectively planned, also on the basis of historic data.

#### **D) Awarding Procedure**

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 unjustified offers and/or receipt of less than three offers for a tender;
3. Tender markdown values showing anomalous similarities, i.e., minimum values or rejections close (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.

#### **E) Management of the Contract Execution Phase**

1. Presentation/acceptance of invoices without sufficient indication of the services rendered;
2. Payments made to parties other than/not corresponding 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.

### 8.3.3 Protocols relating to the Personnel Recruitment and Career Growth” Area (Organisational Development Management and Human Resources Process)

The competent corporate Departments/Structures guarantee constant monitoring of compliance with the protocols and report to the CPM and to competent players of the SCIGR any potential anomalies, alongside any related initiatives taken to improve prevention measures.

The following provision 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<sup>41</sup>

**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 such 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.

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<sup>41</sup> Starting with the 2017-2019 update, the PTPC incorporated the recommendations contained in ANAC Resolution no. 961 of 14/9/2016 on the subject of criteria for personnel recruitment and, in subsequent updates, continued to refine it by balancing the reference legal framework with the Company's management autonomy.

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>42</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 submitted.

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

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<sup>42</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.

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 Organisation, Management and Control MOGC 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>43</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 Chairperson, the Chief Executive Officer and all the Heads of Department 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

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<sup>43</sup> See: cases contemplated in Italian Legislative Decree no. 39/2013 and subsequent amendments and integrations and Italian Legislative Decree 165/2001 and subsequent amendments and integrations.

group by the date of the first approval<sup>44</sup> 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 integrations. 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 no. 68/99, in the event of a pre-selection request by the Company in accordance with Article 7, subsection 1 of the same law;
- 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 *mala gestio*.

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

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<sup>44</sup> Resolution of the General Manager no. 92 of 1/06/2016 "Definition of the criteria and procedures for the recruitment of personnel and for the assignment of assignments to external collaborators".

Human Resources and Organisation Department, or officers, through the use of tools that guarantee effectiveness, efficiency, traceability and accountability.

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 non-transferability, incompatibility or other impediments (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 non-transferability, incompatibility conflict of interest or facing any other impediment, 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, non-transferability (e.g. offences against the P.A.), conflict of interests or causes which may constitute an impediment (e.g. Pantouflage<sup>45</sup>), as

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<sup>45</sup> *Pantouflage*: in order to ensure compliance with the provisions of Article 53, para. 16-ter, of Legislative Decree no. 165 of 2001, and to avoid the hiring of employees who, in the last three years of service, have exercised authoritative or negotiating powers on behalf of public administrations in respect of the Company, it is necessary to ensure that: a) the various forms of

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, non-transferability 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.

Company provisions regulating responsibilities, obligations and operating procedures of incompatibility, non-transferability or other impediments (e.g. pantouflage) 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>46</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

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personnel selection expressly include the so-called "pantouflage"; b) the persons concerned make a declaration of the non-existence of the aforementioned obstructive cause; c) a specific supervisory activity is carried out, according to autonomously defined criteria, possibly also in accordance with defined procedures and on the notification of internal and external persons. (See Resolution no. 493 of 25/09/2024)

<sup>46</sup> In any case all persons exercising professions regulated or governed by provisions contemplated in Articles 2222 and subsequent of the Italian Civil Code.

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.

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 MOGC 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 of the Personnel Recruitment and Career Growth” Area (*Organisational Development Management and Human Resources Process*)**

The anomaly indicators associated to each stage of the “Personnel Recruitment and Career Growth” 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 non-transferability 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 breaches;
2. Failure to and unjustified confirmation of breach reportings 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;
2. Recording of evidently underestimated gifts.

#### **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, lacking the required authorisations.

### **8.3.5 Protocols relating to the “Legal and Corporate Affairs” Area (within the Compliance and Risk Management Process)**

The competent corporate Departments/Structures guarantee constant monitoring of compliance with the protocols and report to the CPM and to competent players of the SCIGR any potential anomalies, alongside any related initiatives taken to improve prevention measures.

The following provision 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 no. 231/2001.

Obligation: Rai S.p.A.'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<sup>47</sup> relating to facts that occurred while in employment and directly related to the

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<sup>47</sup> In relation to the provisions of Article 2.1 of the "Regulation on rules on civil liability to third parties, criminal, administrative, accounting and legal expenses for civil, criminal, administrative and accounting judicial proceedings of Rail employees and collaborators," (DG/2015/0012697/P of 3 August 2015), also subsequently referred to, the term "judgement" is to be understood as "judicial proceedings".

performance of the activities and the assignments awarded to the same, must immediately inform Rai S.p.A.'s Legal and Corporate Affairs Department as soon as possible, in accordance with the terms and procedures envisaged by Rai's internal Regulations<sup>48</sup> in force in this regard.

Rai S.p.A.'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 adopt a regulatory framework and operating mode for the assignment of Legal Counsel and Legal Services in the area of Legal and Corporate Affairs Department, suitable to reconcile the requirements of traceability, transparency, impartiality and compliance with the reference regulations with the need for confidentiality, efficiency and professionalism. Provide for information flows that enable effective control activities by the corporate bodies in charge, in particular the CPM and the SB, for the relevant aspects of competence<sup>49</sup>.

**Obligation:** the assignment of Legal Advocacy and Legal Services appointments to contracted and non-contracted External Legal Counsel, taking into account the nature, complexity and specificity of the assignment, is allowed after verifying the absence or internal unavailability of the necessary skills and experience. Regarding, specifically, the entrusting of Legal Aid assignments, the Legal and Corporate Affairs Department of Rai S.p.A. makes use of contracted External Legal Counsel, ensuring adequate rotation in compliance with the criterion of efficiency. The list of contracted External Legal Counsel is updated, every three years, by means of a selection procedure open to the outside world and made known through public notice. In cases where the specific skills required by the issue make it appropriate to use a professional not included among the contracted External Legal Counsel, the appointment is entrusted to an External Legal Counsel not contracted, ensuring the traceability of the choices made 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

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<sup>48</sup> "Regulation containing rules on third-party civil, criminal, administrative, accounting liability and legal fees for civil, criminal, administrative and accounting legal proceedings of Rai employees and collaborators," (DG/2015/0012697/P dated 3 August 2015).

<sup>49</sup> Rai S.p.A. has adopted the Policy "Awards for Legal Counsel and Legal Services" (AD/2021/0008068/P/C dated 23 March 2021) and the Procedure "Appointments for Legal Counsel and Legal Services" (AD/2022/0001886/P/C dated 8 February 2022).

appointments; (vi) complementary or equivalent aspects in relation to other assignments concerning the same area of the award.

In any case, the External Legal Counsel should not bear 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 proven also by means of self-certification at the time the assignment is awarded.

The fees for licensed External Legal Counsel are established by the Agreements. In the case non-licensed (who are not into an agreement with the Company) External Legal Counsel is adopted, the Legal and Corporate Affairs Department should establish their fee in advance, by also taking into account the Ministerial parameters set forth in the Italian Ministerial Decree in force, with the exceptions indicated by the complexity or importance of the assignment.

The External Legal Counsel lists are periodically updated and notified by Rai S.p.A.'s Legal and Corporate Affairs Department to the CPM and the Supervisory Body (SB), according to the procedures envisaged in the relevant Policy<sup>50</sup>.

Regarding, specifically, the awarding of Legal Services assignments, it is carried out according to the modalities provided by law: direct awarding, negotiated procedure (after consultation, where existing, of at least five professionals) or ordinary procedures.

The Legal and Corporate Affairs Department settles fees through predetermined and tracked methods.

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. The awarding of the assignment and the payment of the related fee take place according to similar procedures - insofar as they are compatible - to those provided for the awarding of Legal Services.

Specific information flows are provided for in order to allow effective control activities by the corporate bodies in charge, in particular the CPM and the SB, also with a view to continuous improvement of prevention measures.

In any case, reference is made to the detailed provisions summarised in the relevant Policy and Procedure.

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<sup>50</sup> See: Policy "Legal Advocacy and Legal Services Contracts" (AD/2021/0008068/P/C dated 23 March 2021) paragraph 6. *Metrics and monitoring tools.*

### **8.3.6 Protocols relating to the “Legal and Corporate Affairs” Area (within the Compliance and Risk Management Process)**

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

#### **A) Management of relationships with Bodies/Authorities having criminal jurisdiction or investigation or inspections powers**

1. Seeking and/or establishing personal relationships of favour, influence, interference, aimed at conditioning the outcome of requests for Judicial Police.

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

1. Entering into settlement agreements with financial conditions differently from the opinions of the External Legal Counsels and/or with internal evaluations concerning the likelihood of losing the case;
2. Stipulating repeat settlement agreements with the same subjects.

#### **C) Selection of External Legal Counsels and award of assignments**

1. Award of assignments to unlicensed External Legal Counsels without qualifications and/or the necessary experience in the area of the assignment;
2. Award of assignments to former employees;
3. Award of Legal Services assignments with a general description of activities that do not comprise the object;
4. Recognition of the reimbursement of expenses not contemplated in the agreements concluded with the unlicensed External Legal Counsels or not included in the Agreement;
5. Omitted awarding of the assignment;
6. Awarding of assignments to External Legal Counsels, without verifying the availability of internal resources as set out under the Policy and Procedure;
7. Awarding of appointments to External Legal Counsels who have not provided a self-certification on conflict of interests.

### **8.3.7 Protocols regarding the “Management of income, expenses and assets” Area (Administration Finance and Control Process)**

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 to the CPM and to competent players of the SCIGR any potential anomalies, alongside any related initiatives taken to improve prevention measures.

The following provision 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 S.p.A. 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 S.p.A., 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 (i.e., 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 S.p.A. 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, reconciliation between internal and external information, consistency checks etc. Specific checks set in place regard both the operational and design aspects of the process. The specific controls put in place cover both operational and process design aspects.

Rai S.p.A. 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 (*Administration Finance and Control Process*)**

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 counter parties who have dubious reputations or with companies that no longer operate on the market;
9. Delay and/or failure to prepare bank reconciliation.

#### **C) Acquisition and maintenance of credit (*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.

### 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” (Sensitive process “*Organisational Development Management and Human Resources*”) and “Legal and Corporate Affairs” (subject to the Sensitive process “*Compliance and Risk Management*”).

### 8.3.10 Protocols associated with the general measures envisaged by the PNA and others specific to public services (*Transversal Protocols*)

The so-called “transversal” risk prevention measures derive from the law or from other legislative or regulatory sources (e.g. PNA or Internal Policies) and are characterised by the fact that they affect the overall system of corruption prevention by applying to all processes, sensitive activities and company areas. The competent corporate Departments/Structures guarantee constant monitoring of compliance with the protocols and report to the CPM and to competent players of the SCIGR any potential anomalies, alongside any related initiatives taken to improve prevention measures.

The following provision 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 S.p.a. processes, interferes, or could interfere with the company's primary interest to pursue, reducing satisfaction, as well as 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 or herself 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) their own interests; ii) the interests of their spouse, cohabitant and relatives up to the second degree of affinity; iii) the interest of people with whom they have 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 member of personnel selection, contract selection or awarding committees is also obliged to abstain from voting, as well as distancing himself or herself, if his or her 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, trade unions or hierarchical pressures. 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, for direct reports of the Top Management and however for the Managers, and the CPM of the measures taken to remove the effects of the same.

## **2. Protocol on free gifts, gifts, gadgets and benefits**

**Objective:** to minimise the risk that acceptance for oneself or on behalf of third parties, or the granting to third parties on behalf of the Company of free gifts, gifts, gadgets, benefits, acts of hospitality or any other form of pecuniary or non-pecuniary benefit may constitute a vehicle of corruption or may in any case compromise the integrity and/or reputation of the company as interpreted, by a neutral observer, as if aimed at creating an obligation of gratitude or at acquiring and/or making someone acquire improper advantages and invalidating the independence of the person involved and, consequently, of the Public Service.

**Obligation:** employees are required to conform their conduct to the provisions of the relevant internal regulations, also in full compliance with the principles and contents of the Code of Ethics and the MOGC.

### **a) Acceptance by third parties**

Employees are required to: i) comply with the limits and types of free gifts, gifts, gadgets, benefits, acts of hospitality or any other form of pecuniary or non-pecuniary benefit provided for by internal provisions; ii) register the gift/benefit received in the appropriate company register<sup>51</sup>, even in the event of refusal; iii) communicate to the direct superior the gift or economic advantage offered or received and refused if its actual or estimated value exceeds (or probably exceeds) the limits provided.

In particular, only the following can be accepted:

- small gifts or acts of courtesy of modest value (in any case less than 150 euros) and such as can be considered usual in relation to the event,
- academic or honorary awards (e.g.: honorary degrees, awards organised by Bodies/Institutions), with the exclusion of any related pecuniary benefits, whether immediate or future.

#### **b) Concession to third parties**

The company's activity includes the use of free gifts and/or gadgets for purposes related to the normal management of courtesy relationships and/or promotion of the Company and the company's brands, products and/or services.

It is forbidden for employees to use free gifts, gifts and institutional gadgets for personal purposes or in any case unrelated to the company's activities.

The needs must be represented in a traceable manner<sup>52</sup> and, if the value exceeds 150 euros, must be approved in advance by the Chief Executive Officer.

Goods, services or utilities (in the company's possession for any reason) that have an economic value and potential use attributable to that of the free gifts are assimilated to gifts<sup>53</sup>.

The traceability of the flows of goods in and out of the warehouse must also be guaranteed, through an updated inventory.

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<sup>51</sup> A function is available on the company intranet portal for reporting the gifts offered even if refused; this function must also be used to report the conferral of non-pecuniary bonuses, even when not directly related to work.

<sup>52</sup> For the purposes of traceability and transparency, a special Register has been established and is being updated by the Communication Department.

<sup>53</sup> This scope includes, but is not limited to, access tickets to certain Rai productions.

### 3. 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<sup>54</sup> company data, information and documents 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.

### 4. Protocol on the protection of whistleblowers and persons involved in whistleblowing disclosures

**Objectives:** increasing the awareness and protection of whistle-blowers, whose role is of public interest since it contributes to the emergence and prevention of risks and situations detrimental to the Company, as well as guaranteeing the confidentiality of persons involved in whistleblowing, in compliance with regulatory and corporate provisions.

**Obligation:** To facilitate the receipt and correct reports and whistleblowing management, and ensure the confidentiality of the identity of the whistle-blower, 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 whistle-blower and the people involved in the report (as well as on the report content), thus protecting the identity and good repute of the persons mentioned in the reports.

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<sup>54</sup> Including therein information regarding the status of the decision-making process of company case files.

Adequate protection is also guaranteed against reports made in bad faith (e.g. slanderous or defamatory), censuring the relevant conduct and any other hypothesis of improper use or intentional misuse of the institution.

The process is monitored over time and is periodically reported to the Top Management and to Control/Supervisory Bodies of Rai S.p.A..

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

## **5. Protocol on relations with Authorities/Bodies and on indications coming from external subjects concerning the management of Rai S.p.A.'s activity.**

**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 S.p.A., as well as the various sector-related laws that relate to the business activities of Rai S.p.A., 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).

## Chapter 9 - The PTPC Implementation process: supporting measures

### 9.1 Training

Rai S.p.A. 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 to make participants aware of this PTPC, as well as to raise their awareness of maladministration and the preventive and precautionary measures put in place to mitigate it. Moreover, the training plan guarantees suitable support for the empowerment of all actors with respect to the prevention of corruption and compliance with the Protocols and control principles.

Without prejudice to the obligations of knowledge of the PTPC by all the employees, the CPM, liaising with the Human Resources and Organisation Department decides which personnel should attend the specific 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>55</sup>; ii) web conferences mainly intended for newly hired personnel.

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 CPM 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 CPM.

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<sup>55</sup> Special classroom training modules are provided to employees unable to attend e-learning training sessions.

In the event of non-attendance that is not due to force majeure events (formal evidence required), the Human Resources and Organisation Department may initiate disciplinary proceedings for 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.

## **9.2 Information flows from and to the CPM**

To foster the involvement of all stakeholders and strengthen awareness and commitment, the sharing of information relevant to the anti-corruption strategy within Rai S.p.A. is considered essential. To this end, a system is in place to ensure information flows to and from the CPM with a view to preventing corruptive 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.

	Chairman/CEO	BoD	Board of Statutory Auditors	Supervisory Board under Legislative Decree 231/2001	Standing Committee for the Code of Ethics	Departments involved in the programmed flows (e.g. RUO, RTA, RADIO, PROD TV, CFO, ALS, CSRE, other DCA)	Internal Audit Director/Department	Anti-Corruption Contact Persons	CPM/Anti-Corruption Contact Person of the Subsidiaries	Departments involved in reports and consequent recommendations	Publication on the institutional website "Rai per la Trasparenza"
<b>FROM CPM</b>											
PTPC update proposal	✓	✓									✓
Half-yearly and annual report on the activities of the CPM	✓	✓	✓	✓			✓				
ANAC Annual Report (pursuant to Article 1, paragraph 14, of Law 190/2012)	✓	✓									✓
Newsletters, information/training initiatives								✓	✓		
Focus compliance pursuant to Law 190/2012 on Audit and Follow Up Reports							✓				
Periodic information on the reports received and their status				✓			✓				
Timely information on reports that highlight critical profiles and the need for strategic assessments/ Final reports	✓		✓	✓			✓				
Information on reports relating to profiles of competence (possible sending of the Final Report)				✓	✓					✓	
Reports concerning Subsidiaries									✓		
<b>TOWARDS CPM</b>											
Periodic or event-based information flows						✓	✓	✓	✓		
Half-yearly and/or annual report				✓			✓				
Annual Audit Plan and Audit and Follow-Up Reports							✓				
Annual Risk Certification Forms pursuant to Law 190/2012								✓			
Information on reports received and on the related outcomes / evaluations and measures taken following reports				✓	✓				✓	✓	
Final report of the preliminary activity of reports managed in support of the CPM							✓				
Quarterly reporting on monitoring recommendations for reports managed in support of the CPM							✓				

### **9.3 Information flows with Control/Supervisory Bodies and Top Management positions**

A periodic flow of information from the CPM to the Chairperson, the CEO, the BoD and the Control/Supervisory Bodies of Rai S.p.A., and from the latter to the CPM regarding the results of the activities carried out in the reference period, as well as any infringements of the PTPC.

### **9.4 Information flows with other departments**

A reporting system has been activated and is constantly evolving with some company structures such as Human Resources and Organisation, Legal and Corporate Affairs, Internal Audit, *Chief Financial Officer* and the Departments in charge of Purchasing, according to predetermined criteria and formalised also in specific deeds and methodological notes in which the types of data, documents and information required are described, as well as the criteria, operating methods and periodicity that must be observed in the detection and transmission process, in relation to the monitoring and analysis objectives.

Furthermore, the Legal and Corporate Affairs Department shall provide information regarding judicial proceedings, that the latter is aware of, filed against corporate bodies (and their members) and/or Rai S.p.A. personnel and referable to offences envisaged in this PTPC, and the Human Resources and Organisation Department shall provide information on disciplinary proceedings initiated for offences referable to alleged breaches of the PTPC.

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

### **9.5 CPM Reporting to the BoD and ANAC**

In accordance with Article 1, paragraph 14 of the Italian Anti-Corruption Law, by 15 December of each year<sup>56</sup>, the CPM 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 per la Trasparenza" section. That standard scheme is sent and illustrated to the BoD, along with the report on the overall activities carried out by the CPM during the year.

The CPM informs the BoD of the ongoing progress of the PTPC implementation schedule through a dedicated half-yearly report.

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<sup>56</sup> Except for any extensions set by the Authority (ANAC).

If there is a temporary absence, for any reason whatsoever, of the CPM within the Company, the report shall in any case be prepared and published by the body in charge of adopting the PTPC which, in accordance with Article 1, paragraph 8 of the Italian Anti-Corruption Law, is the BoD.

## 9.6 Transparency as a measure for Corruption Prevention

Transparency is already, per se, an anti-corruption preventive measure. Rai S.p.A. therefore complies with transparency obligations by ensuring the accessibility of data and information of public interest.

Based on the regulatory and statutory requirements (see Law no. 220 of 28 December 2015 "Rai and Public Radio and Television Service Reform", which made changes to the then TUSMAR, now TUSMAV, transposed, then, in the Rai Statute), by resolution of 26 May 2016, the PTCA - Corporate Transparency and Communication Plan was adopted and published on the institutional website under the section "Rai per la Trasparenza" and to which reference should be made for details of the transparency obligations which, in certain aspects, are also functional in terms of preventing corruption<sup>57</sup>.

## 9.7 The 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. Any employee who infringes the prescriptions of the Plan, will be imposed 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. 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

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<sup>57</sup> The management of monitoring and 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 several Departments/Offices.

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 4 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 the PTPC, 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.

Following each report of infringement of the PTPC, received by the relevant offices, a disciplinary investigation will be initiated in case of a potential infringement of the Plan, and the consequent disciplinary procedure will be launched.

The CPM must be promptly informed of the start of the disciplinary procedure, for facts abstractly attributable to specific types of criminal offence or *mala gestio* 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 CPM.

Any conduct in breach of the provisions of the PTPC constitutes a breach of contract, even in the case of third parties, such as to legitimise in the most serious cases the legal termination of the contract pursuant to Article 1456 of the Civil Code, without prejudice to the possibility of taking action to obtain compensation for any damages suffered.

## Chapter 10 - Planning

The PTPC approval envisages also the approval and sharing of the following planning which accurately lists the initiatives to be monitored by the CPM over the three-year period of validity of the PTPC. The planning is updated and/or supplemented by the CPM 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 CPM periodically provides information to the BoD and the control/supervisory Bodies of Rai S.p.A. 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
Submission and publication of the "Annual Report of the Corruption Prevention Manager" in the form of the ANAC 2024 Standard Form	31 January 2025 <sup>1</sup>	
Annual report to the Board of Directors on the activities carried out by the CPM	31 January 2025	
Proposal for the annual update of the PTPC and the adoption by the Board of Directors	31 January 2025 <sup>1</sup>	
Publication of the PTPC 2025-2027 on the Company's Internet site	31 January 2025	
Submission of the half-yearly report of the CPM to the Board of Directors on the activities carried out	July 2025	
Periodic information flows analysis and control	Quarterly/Half-yearly/Yearly	
Information flow per event analysis and control	Continuous	
Start of the new e-learning training course intended for the employees relating to corruption prevention, including a specific section on whistleblowing	July 2025	
Specific training/information for Contact Persons and for employees	Continuous	
Periodic meetings with the CPM/Contact Person of the Subsidiaries	Half-yearly and per event	
Updating of the IT application for the acquisition of reports	Continuous	
Presentation of the annual report - Standard Form ANAC 2025	15 December 2025 <sup>1</sup>	

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

