

RAI S.P.A. THREE-YEAR CORRUPTION PREVENTION PLAN 2026-2028



Approved by the Board of Directors of Rai S.p.A. on 22/01/2026

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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 Italian 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 Italian 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 22 January 2026.

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 "whistle blowing".

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 Heads of Department), the Corporate General Manager, the Heads of Regional Offices, the Heads of Regional News Editorial Offices, the Heads of Foreign Correspondence Offices and the Heads of TV Production Centres, in view of the significant managerial and decision-making powers they exercise, particularly within 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", as amended.

Authorities: National and foreign Public Administrations, including, by way of example, the 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: Contratto Collettivo di Lavoro per i Professori d'Orchestra, Contratto Collettivo di Lavoro per Quadri, Impiegati ed Operai (National Collective Labour Contract for Executives, White and Blue Collar Workers), National Collective Labour Contract for the Executives of companies producing goods or providing services, Contratto Nazionale di Lavoro Giornalistico (National Labour Contract for Journalists) and Additional Corporate Contracts.

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

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: collectively, the Board of Directors, the Chairperson, the Chief Executive Officer, the Board of Statutory Auditors of Rai S.p.A. and the Shareholders' Meeting.

Corporate Transparency and Communication Plan (PTCA): the plan required for Rai by Italian Law no. 220 of 28 December 2015 (Rai Reform Law) and by the "Consolidated Law on Audiovisual Media Services" set out in Italian Legislative Decree no. 208 of 8 November 2021, as amended.

Corruption: definition contained in the National Anti-Corruption Plan, broader than bribery 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 they do 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 identified by the Company, taking into account the role they perform according to the criteria set out in Article 1, subsection 7, of the Anti-Corruption Law, as applicable to the Company.

Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019: Directive on the protection of persons who report breaches of European Union law.

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

Employees: all persons who have an employment relationship with the Company.

Group: Rai S.p.A. and the companies controlled by it pursuant to Article 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 “Corruption Prevention Support” and “Reports and Whistleblowing Management” units of documents, data and information, according to procedures agreed with the relevant Departments, also for the purpose of periodically monitoring specific activities carried out by Departments operating in so-called “Risk Areas/Sensitive Processes”.

Internal Control and Risk Management System (SCIGR): the set of rules, procedures and organisational structures aimed at ensuring the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the Company.

Italian Legislative Decree 24/2023: legislation on the protection of persons who report breaches of national or European Union law (so-called whistleblowing).

Italian Legislative Decree 36/2023: “New” Public Contracts Code (so-called “Procurement Code”).

Italian Legislative Decree 50/2016: former Public Contracts Code (so-called “Procurement Code”).

Italian Legislative Decree 97/2016: “Revision and simplification of the provisions on the prevention of corruption, publicity and transparency”.

Italian Legislative Decree 175/2016: “Consolidated Act on companies with public participation”.

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

Management: any Company employee holding a role and responsibilities recognised at corporate level.

Manager in charge: Manager responsible for preparing corporate accounting documents pursuant to Article 154-bis of the Consolidated Law on Finance.

Mandate: instrument whereby one person (principal) grants another person (attorney-in-fact) the authority and power to act on their behalf.

MEF: Ministry of Economy and Finance.

National Anti-Corruption Plan (PNA): plan prepared and approved by ANAC, whose main purpose is to ensure the coordinated implementation of corruption-prevention strategies for entities required to adopt dedicated measures developed 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(2) of the Consolidated Law on Public Employment and, in any event, all public service concessionaires, public companies and bodies governed by public law required to operate within the scope of a public function, including their officials, public officers and persons entrusted with a public service.

Rai Reform Law: Italian Law no. 220 of 28 December 2015, "Reform of Rai and of the public radio and television service".

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 employees and, where applicable, collaborators, the Rai Group companies, as well as all third parties external to

the Company who maintain relationships with Rai in connection with the activities referred to in this PTPC.

Risk: the effect of uncertainty on the achievement of objectives, resulting from the occurrence of a specific event. There are various categories of risks: market, reputational, strategic, organisational, operational, financial and criminal.

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 that include Sensitive Activities, i.e. activities potentially exposed to corruption risk.

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

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

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

Supervisory Body (SB): a body appointed by the Board of Directors pursuant to Article 6(1)(b) of Italian Legislative Decree no. 231/2001, vested with autonomous powers of initiative and control and entrusted with supervising the functioning of and compliance with Model 231, as well as ensuring that it is kept up to date.

Suppliers: natural or legal persons who perform works or supply goods or services to the Company, and their personnel.

Third Parties: entities external to the Company, including – by way of example but not limited to – suppliers, agents, consultants, professionals, self-employed or semi-subordinate workers, commercial partners, auditing and accounting officers, or other entities.

Three-Year Corruption Prevention Plan (PTPC): this document which, on the basis of the principles and criteria established by the PNA and the results of the Risk Assessment, describes the analysis and assessment of the Company's specific corruption risks and consequently identifies the safeguards and organisational measures aimed at preventing them through dedicated cross-functional principles, protocols and monitoring of anomaly 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, established by Italian Legislative Decree no. 208 of 8 November 2021 and subsequent amendments.

Chapter 1 - Reference scenario

Analysing the environment in which the Company operates is the starting point of the complex process of corporate risk prevention and management.

1.1 Legal nature of Rai S.p.A.

Rai-Radiotelevisione italiana S.p.A. is a publicly owned company and, pursuant to Italian Legislative Decree no. 208 of 8 November 2021 – Consolidated Law on Audiovisual Media Services (hereinafter “TUSMAV”), is the exclusive concessionaire of the Italian public radio, television and multimedia service¹. Since 28 May 2015, it has also held the legal status of a joint-stock company issuing financial instruments listed on regulated markets.

1.2 Activities of Rai S.p.A.

The mission of the Public Broadcasting Service is based on principles enshrined in the Italian Constitution and in European Union law.

In particular, this mission, within the framework of the concession agreement, is governed by national legislation and regulations (e.g. TUSMAV), in compliance with the aforementioned principles, through the Corporate Statute, the Service Contract, the Code of Ethics, the Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231/2001 (hereinafter “MOGC”), and the Three-Year Corruption Prevention Plan (hereinafter “PTPC”).

In summary, Rai S.p.A., also through its Group Companies, is responsible for:

- delivering television, radio, and multimedia content via various platforms, in all formats, using the necessary broadcasting capacity;
- creating editorial content;
- providing technological services for the production and transmission of both analogue and digital signals;
- establishing and managing monitoring and control systems.

¹Given the public ownership of its share capital and the public nature of the service it provides, Rai S.p.A. is a legal entity subject to the specific provisions of the aforementioned TUSMAV, including those relating to the composition of its corporate bodies. Currently, 99.56% of Rai S.p.A.'s share capital is held by the Ministry of Economy and Finance, while the remaining 0.44% is held by SIAE (Italian Society of Authors and Publishers), a public economic entity with an associative structure.

1.3 Employees and collaborators of Rai S.p.A. performing functions qualifying as public officials

The notion of public official is set forth in Article 357 of the Italian Criminal Code².

Thus, a public official is a person exercising a public function (legislative, judicial, or administrative). In particular, a public administrative function exists to the extent that (i) it is governed by public law provisions and authoritative acts; and (ii) it consists of activities aimed at forming or expressing the will of the administration or of exercising powers that are authoritative or certifying³.

The Italian Court of Cassation (Joint Sections) has classified Rai S.p.A. as a “public law body,” establishing that it must comply with EU public procurement rules when selecting contractors for service contracts, with the exception of those specifically “excluded” from the radio and television sector⁴. Consequently, for the purposes of procuring goods, services and works within the so-called “ordinary sector”, Rai S.p.A. is subject to the provisions of Italian Legislative Decree 36/2023 – New Public Contracts Code and subsequent amendments. Accordingly, and limited to this scope, employees and collaborators of Rai S.p.A. may be called upon to perform activities that involve, alternatively: 1) formation of the will of a public entity (e.g., in the decision to negotiate a contract and in defining its subject matter); 2) expression of the will of a public entity (e.g., publication of a tender or sending of invitation letters); 3) exercise of authoritative powers (e.g., awarding a contract).

² For the purposes of criminal law, public officials are “those who exercise a public legislative, judicial or administrative function.” A public administrative function is considered public if it is “regulated by public law provisions and authoritative acts and is characterised by the formation or expression of the will of the public administration or by its performance through authoritative or certifying powers” (Article 357 of the Italian Criminal Code).

³ In general terms, public officials are those who perform a public administrative function and, in particular, individuals who may, alternatively:

- a) form or contribute to forming the will of the Public Administration, i.e., persons who participate in public administration acts through intellectual input (e.g., managerial staff and all key officials);
- b) represent the Public Administration vis-à-vis external parties, in the broad sense of acting on behalf of the entity in relations with the public (including so-called “front-office” services);
- c) exercise authoritative powers, i.e., powers enabling them to perform acts that are binding and enforceable against recipients (e.g., carrying out arrests or issuing fines);
- d) exercise certifying powers, i.e., powers to produce documents intended for legal circulation to provide certainty of legally relevant facts (e.g., notaries, witnesses, experts).

⁴ Pursuant to Article 65 of TUSMAV “Contracts entered into by RAI-Radiotelevisione italiana S.p.A. and by investee companies:

1. *Contracts entered into by RAI – Radiotelevisione italiana S.p.A. and by companies wholly owned by it, relating to the purchase, development, production or co-production, and commercialisation of radio and television programmes and audiovisual works, as well as the acquisition of transmission time, are excluded from the application of the Public Contracts Code governing works, services and supplies, pursuant to Articles 4 and 17 of Italian Legislative Decree no. 50 of 18 April 2016.*
2. *Contracts entered into by RAI – Radiotelevisione italiana S.p.A. and by companies wholly owned by it, relating to works, services or supplies connected to, associated with, or functional to the contracts referred to in paragraph 1, below EU-relevant thresholds, are not subject to the procedural obligations set out in the Public Contracts Code under Italian Legislative Decree no. 50 of 18 April 2016. The awarding of such contracts shall in any case respect the principles of cost-efficiency, effectiveness, impartiality, equal treatment, transparency and proportionality.*

1.4 Employees and collaborators of Rai S.p.A. may perform activities qualifying them as public service officials

The notion of public service official is provided for in Article 358 of the Italian Criminal Code⁵.

A public service official is someone who carries out a public “service.” Typically, the category of public service official is identified residually in relation to that of a public official: (i) like a public function, a public service is governed by public-law regulations; however, (ii) a public service official does not participate in forming or manifesting the will of the entity and does not hold authoritative or certifying powers.

It follows that activities performed in the execution of the public radio, television and multimedia service, entrusted under concession to the Company, confer the status of public service official. In this regard, case law has established that the members of the Board of Directors of Rai S.p.A. are considered public service officials, as Rai S.p.A. is a joint-stock company of national interest and the concessionaire of a public service. Furthermore, the Supreme Court (Court of Cassation, Sixth Criminal Section) recognised the same status for the Director of a Rai News Programme⁶.

1.5 The evolution of corruption

Italian Law no. 190/2012 (so-called Anti-Corruption Law) is aimed at the prevention of corruption and, consequently, at providing anticipatory protection before the occurrence of a corruptive event. Over the years, the phenomenon of corruption has undergone a criminological transformation affecting both the parties involved and the content of the illicit agreement.

The notion of “corruptive event” is not entirely coincident with the offences defined by the Italian Criminal Code, but should be understood in a broader sense, also encompassing maladministration (or *mala gestio*), namely the adoption of decisions that conflict with the interest of the Public Administration or of companies under public control or with public

⁵ For the purposes of criminal law, those in charge of a 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 absence of the typical powers of a public official, and excluding the performance of mere clerical or manual tasks” (Article 358 of the Italian Criminal Code).

⁶ Court of Cassation, Sixth Criminal Section, Judgment no. 6405 of 12 November 2015 (filed 17 February 2016): “In light of the principles set out (...) it must be considered (...) that the Director of a Rai News Programme holds the status of a public service official, irrespective of the private-law nature of the company, given the indisputable public-law character of the radio-television information activity performed by Rai. This activity is directly related to the overriding general interest in accurate and pluralistic information, taking the form of a service offered to the public by an entity—RAI Radiotelevisione Italiana S.p.A.—which, despite being a joint-stock company wholly owned by public bodies: is designated by law as the concessionaire of the essential public radio and television service; is subject to supervision by a dedicated parliamentary commission; receives a fee with the character of a tax, intended primarily to cover the costs of the activities of the aforementioned public radio and television service”. (SU, order no. 27092 of 22 December 2009, Rv. 610699)

ownership.

In essence, when referring to a “corruptive event,” we mean situations in which a subject—while exercising public functions—is influenced by their own interest or that of third parties, and consequently, their decisions and actions, even if they do not constitute specific crimes, voluntarily deviate from the pursuit of the public interest to obtain private benefits. Corruption is not limited to the payment of money, but also includes, by way of example and not limitation: gifts, expenditures or courtesies for the benefit of third parties, contributions in kind, commercial, employment or investment opportunities, discounts or personal credits, nepotism and clientelism, aimed at obtaining improper advantages.

Therefore, from a prevention perspective, attention must be focused on relationships, circumstances and conduct that may lead to the diversion of public functions or the normal and impartial decision-making process, seeking to anticipate potential negative consequences. This can also be achieved through the adoption of specific organisational safeguards, aimed at protecting the trust of stakeholders in the impartiality of the Company and of the individuals performing 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 purposes of drafting and implementing the Three-Year Corruption Prevention Plan (PTPC), the Company's organisational structure is of fundamental importance.

Rai's current organisational structure aims to achieve efficiency and effectiveness through the full implementation of the content-centric model and optimal allocation of activities, in support of business objectives and in compliance with applicable laws and regulations. In this context, coordination with the Subsidiaries and corporate governance arrangements is also relevant.

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

- **Editorial**, responsible for editorial and journalistic activities within the TV and Radio Editorial Departments, the Editorial Department for the Information Offering, the Genre Coordination Department, the Genre Departments, the Radio Channels under the Foreign Offering Directorate and the Rai Quirinale and Rai Vaticano Structures;
- **Distribution**, responsible for multi-platform content planning and distribution, through the Distribution Department and RaiPlay and Digital Department;
- **Production**, comprising the TV Production Department, responsible for all aspects relating to the creation of television content and the broadcasting of the related signal and the Radio Department, responsible for similar activities concerning radio content;
- **Governance**, encompassing strategic direction, compliance and institutional activities, as well as specialist support to the Board of Directors, the Chief Executive Officer and the Chairperson, performed within the Governance and Corporate Secretary Departments (including the Data Protection Officer), CEO's Staff, Chairperson's Staff, Legal and Corporate Affairs, Coordination of Strategic Initiatives, International Relations and European Affairs, Communications, Institutional Relations, Research Office, Marketing and Rai for Sustainability – ESG;

- **Corporate**, under the hierarchical responsibility of the Corporate General Manager, comprising the Corporate General Manager's Staff Departments, Human Resources and Organisation, Safety & Security, Purchasing, Television and Artistic Resources, Sports Rights, Public Utilities, Teche (Rai Archives), Canone, Artistic Assets and Institutional Agreements, within which the following areas are also grouped:
 - o **Technological Infrastructures**, responsible for allocating technological resources and services to support business processes⁷, including the ICT, Technologies, Networks and Platforms and CRITS (Technological Innovation and Experimentation Research Centre) Departments, as well as the Data Officer Structure;
 - o **Finance and Planning**, constituting the economic, financial and administrative planning and control division, comprising the Strategic Planning and Management Control, Administration and Finance, Tax Affairs and Tax Compliance Departments and the Regulatory Affairs and Sustainability Reporting Structure;
 - o **Real Estate Assets and Local Offices**, managing all company real estate assets and technical operations 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 Chairperson⁸ (supported by the Chairperson's Staff), the Corruption Prevention Manager (CPM), and the Supervisory Body (SB), all reporting to the Board of Directors.

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

2.2. Governance tools of Rai S.p.A.

Over time, the Company¹⁰ has adopted and developed a set of organisational governance and risk management tools that contribute to the proper functioning of the

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

⁸ The Company also functionally coordinates the activities of the International Relations and European Affairs Departments and Rai for Sustainability – ESG, and, together with the CEO, supervises institutional relations, with particular attention to the digital transition and the Service Contract.

⁹ For employees, the organisational structure can also be consulted on the Company's intranet.

¹⁰ In compliance with Law no. 220 of 2015, Rai S.p.A. has redesigned its governance framework.

Company and support the implementation of this PTPC. These tools can be briefly summarised as follows:

Statute: in compliance with the provisions of current law and the mandatory rules established by the Italian Civil Code, the Statute constitutes the system of rules governing, *inter alia*: the company's corporate purpose, share capital, shares and bonds, the organisation, functioning and powers of corporate bodies, as well as the dissolution of the Company. In particular, the Statute defines the adopted system of administration and control and sets out the fundamental guidelines for the composition of corporate bodies, the allocation of powers, and the relationships among them. More specifically, supplementing legal provisions, the Statute establishes the criteria, methods and procedures for identifying the persons who, at the highest level, participate in various capacities in the management and supervision of the Company. The Statute and any amendments thereto, in accordance with applicable legislation, are adopted by the Board of Directors and subsequently approved by the Company's Extraordinary Shareholders' Meeting.

Service Contract: this governs the activities carried out by the Concession-holder in the provision of the public radio, television and multimedia service. The Service Contract¹¹ sets out objectives, operational guidelines, quality standards and types of programmes, whose development is entrusted to the Company's autonomous editorial capacity, in compliance with the principles and legislation in force.

Organisational Structure – Mission and Responsibilities¹²: This document, in addition to the macro-structural map of Top Management reporting lines, illustrates for each Department its mission (i.e., a summary of primary responsibilities) and its internal organisation, divided into line units and, where present, staff areas. For each unit, main responsibilities are formalised, cross-referenced with the Company's processes. For News Headings, the structure, typically divided into thematic editorial offices, constitutes an enabling element for the development of the Editorial Plan, of which it is an integral part. The organisational structure, together with Service Orders and Organisational Provisions updating its evolution, is available to employees on the Company intranet portal, RaiPlace.

¹¹ The Service Contract currently in effect (published in the Gazzetta Ufficiale on 25 May 2024) covers the 2023-2028 period and is consistent with the provisions of the Agreement for the award of the public radio, television and multimedia service, approved by the Italian Prime Minister's Decree of 28 April 2017 (published in the Gazzetta Ufficiale of 23 May 2017).

¹² This is a dynamic document that incorporates amendments resulting from resolutions, decisions, Service Orders, and Organisational Provisions, updating the original document first issued on 15 November 2004.

Powers and delegations: Rai defines, through the assignment of specific powers of attorney, the powers to represent the Company (i.e., act on its behalf) or to commit it externally. The structure of the mandate system is regulated by internal provisions, which establish the criteria and rules for the assignment and management of first-level mandates and sub-mandates across a wide range of contractual and non-contractual areas, as well as the delegations and resulting mandates related to the role of the contracting authority pursuant to Italian Legislative Decree no. 81/2008. The above-mentioned system also covers financial mandates, whose exercise is further governed by specific Guidelines approved by the Board of Directors. A delegation system is also regulated for the management of internal acts, for the signing of which no specific mandate is required.

Regulation of the management and coordination activities exercised by Rai over its Subsidiaries: Approved by the Board of Directors on 22 September 2022, the Regulation defines the scope and methods 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., harmonising organisational and procedural rules within the Rai Group while preserving the operational and managerial autonomy of each Subsidiary¹³.

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:

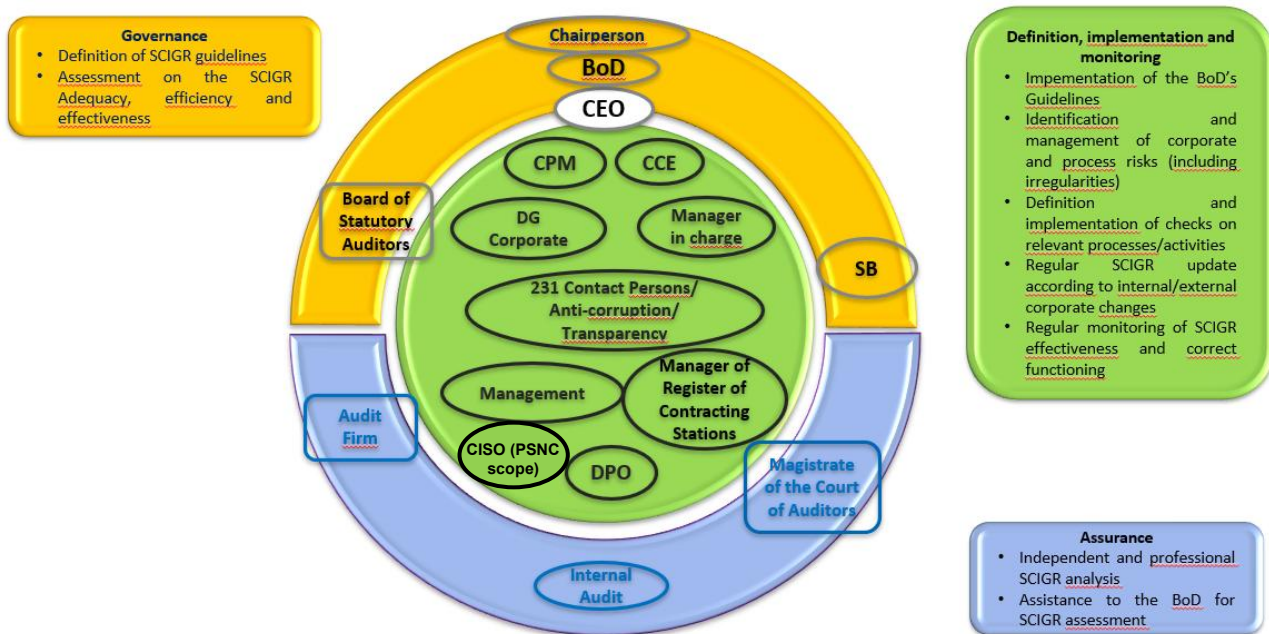
- Establishes the key principles guiding the Parent Company's strategic direction, promoting a coordinated business and governance approach, optimising synergies across the Group while enhancing the potential and characteristics of the Subsidiaries, respecting their prerogatives and responsibilities;
- Sets out the methods for exercising management and coordination, primarily through the issuance of General Guidelines (regulations, circulars, procedures to be adopted by the Subsidiaries) and the definition of Significant Operations requiring Rai's authorisation;
- Identifies the areas, roles and responsibilities involved for both Rai and its Subsidiaries, fostering mutual cooperation and ensuring the fulfilment of Rai's Public Service tasks;
- Defines information flows that Subsidiaries must regularly provide to the Parent Company's functional departments to ensure timely and adequate visibility of operations and initiatives with Group relevance.

¹³ The provisions of this Regulation do not apply to Rai Way, which is governed by a specific Regulation that balances the need for information exchange and functional interaction with the status of the Listed Subsidiary, ensuring its management autonomy.

Internal Control and Risk Management System (SCIGR): the set of rules, procedures and organisational structures aimed at ensuring the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the Company.

Chapter 3 - Internal control and risk management system of Rai S.p.A.

Rai's **SCIGR** is integrated within the Company's broader organisational and corporate governance framework and is structured around three components: (i) Governance, (ii) Definition, Implementation and Monitoring, and (iii) Assurance, as illustrated in the diagram below.



An effective SCIGR supports informed decision-making and contributes to safeguarding corporate assets, ensuring the efficiency and effectiveness of business processes, reliability of financial and non-financial reporting, and compliance with laws and regulations, the Corporate Statute and internal rules.

While the SCIGR is designed to be adequate and operational, it can only provide "reasonable assurance" regarding the achievement of the Company's objectives. This is because the SCIGR aims to mitigate risk through its management rather than to eliminate the inherent risk associated with each management and control process.

The internal control activities of Rai's SCIGR are structured across three levels, each characterised by a different degree of involvement in the identification, assessment and management of risks: 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):

- **Level I** (Management and Contact Persons) responsible, within their remit, for identifying, assessing, managing and monitoring risks. They also define, implement and monitor over time the adequacy and operational effectiveness of the controls in place to mitigate such risks.
- **Level II** (CPM and Management with monitoring functions) monitors the effective management of principal risks by Level I and the adequacy and operational effectiveness of associated controls. provides support to Level I in defining and implementing appropriate systems for the management of key risks and their related controls;
- **Level III** (Internal Audit) provides independent and objective assurance regarding the adequacy and operational effectiveness of Level I and II controls and, more broadly, the overall SCIGR.

The organisation of Levels I and II is designed in line with the Company's size, complexity, specific risk profile and regulatory context, and is tailored to the specific processes in place within the Company.

3.1 The actors of Rai S.p.A.'s SCIGR

Rai's SCIGR involves different actors, each assigned specific roles and responsibilities:

- Board of Directors;
- Chairperson of the Board of Directors;
- Chief Executive Officer, also acting as 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 Body pursuant to Italian Legislative Decree 231/2001;
- Chief Financial Officer (CFO) / 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 (CCE);
- Corruption Prevention Manager (CPM);
- Anti-Corruption Contact Persons;
- 231 Contact Persons;
- Transparency Contact Persons;
- Chief Information Security Officer (CISO).

Board of Directors

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

Chairperson of the BoD

Operates within the powers granted by law, the Corporate Statute, the corporate governance system and the delegated authorities, and is entrusted, *inter alia*, with presiding over and coordinating the work of the Board of Directors. In accordance with the provisions of the Rai Reform Law (Italian Law no. 220/2015), TUSMAV and the Statute, the Chairperson has been delegated to supervise internal control activities, with the Internal Audit Department reporting directly to the Chairperson and maintaining a functional reporting line to the CEO.

Chief Executive Officer

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

With reference to corporate transparency¹⁴, the CEO proposes to the Board the Corporate Transparency and Communication Plan (PTCA) for approval and ensures the publication and periodic updating of the required data and information¹⁵.

Corporate General Manager and Management

¹⁴ Transparency responsibilities were assigned to the CEO following the entry into force of Italian Law 220/2015 – Rai Reform Law and the public broadcasting service (later incorporated into TUSMAV provisions) and the Legislative Decree on “Revision and simplification of the provisions on the prevention of corruption, publicity and transparency”.

¹⁵ The CEO's Staff Department coordinates, on behalf of the CEO, the monitoring activities for the implementation and updating of said Plan.

Within the scope of their functions and in pursuit of related objectives, ensure over time the correct design and effective operation of the SCIGR, establishing specific control activities and monitoring processes as appropriate to ensure SCIGR effectiveness and efficiency 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 oversees compliance with law and the Statute, adherence to 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.

Statutory auditing is conducted in accordance with applicable law and entrusted to an Independent Auditing firm registered in the appropriate register¹⁶.

The auditing firm appointed by Rai and selected by AGCOM from the register kept by CONSOB carries out the audit of separate accounting¹⁷.

A Magistrate of the Court of Auditors attends meetings of the Board of Directors and the Board of Statutory Auditors within the scope of control exercised by the Court pursuant to Italian Law no. 259 of 21 March 1958¹⁸.

Supervisory Body pursuant to Italian Legislative Decree no. 231/2001

Rai S.p.A. complies with the provisions of Italian Legislative Decree no. 231/2001 on administrative liability of entities, adopting the Organisation, Management and Control Model (MOGC) and appointing, by BoD resolution, a collegiate Supervisory Body.

The Supervisory Body, pursuant to the Decree and Rai's Statute, is entrusted with monitoring the operation and compliance of the MOGC, as well as its updating.

Equipped with autonomous powers of initiative and control, it reports on its activities to the BoD, the Chairperson, the CEO and the Board of Statutory Auditors, and maintains periodic information exchanges with the CPM.

Chief Financial Officer (CFO) / Executive Responsible for Financial Reporting

¹⁶ Given Rai's public interest entity status, the assignment of statutory auditing is granted by the Shareholders' Meeting, upon reasoned proposal of the Board of Statutory Auditors, for a term of nine financial years.

¹⁷ Rai must prepare, in compliance with primary law, the Agreement and the current Service Contract, separate accounts of revenues from the licence fee and charges incurred during the previous calendar year for the provision of the public service, based on the AGCOM-approved format. The auditing firm appointed for this purpose is different from that responsible for the statutory audit of the annual financial statements.

¹⁸ 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 CFO oversees planning, management control and administrative and financial activities.

The Executive Responsible is legally accountable for defining and implementing an adequate internal control system over financial reporting and for establishing appropriate administrative and accounting procedures for the preparation of the statutory and consolidated financial statements, as well as any other financial reporting. They issue declarations accompanying Company acts and communications released to the market concerning accounting information, including interim reporting, certifying their consistency with the documentation, books and accounting records. Together with the CEO, they issue statements regarding the statutory and consolidated financial statements, confirming the adequacy and effective application of administrative and accounting procedures and the reliability and compliance of reported data with applicable accounting standards.

Manager of Register of Contracting Stations (RASA)

Rai S.p.A., in its capacity as a contracting station, is legally¹⁹ required to appoint, through a specific provision, the Manager of Register of Contracting Stations (RASA), responsible for compiling and updating the Single Register of Contracting Stations (AUSA) and for verifying and/or compiling, as well as subsequently updating at least annually, the information and identifying data of the contracting station itself.

Furthermore, the PNA considers the appointment of the RASA as an organisational measure aimed at transparency for the prevention of corruption.

In compliance with these provisions, Rai S.p.A., by Resolution of the CEO, appointed the Director of Procurement as RASA, publishing the appointment on the institutional website "Rai per la Trasparenza".

Data Protection Officer (DPO)²⁰

The DPO provides information and advice to the Top Management and the Privacy Manager regarding obligations arising from EU Regulation 2016/679 and other national or EU provisions on personal data protection.

Internal Audit

¹⁹ Pursuant to the combined provisions of Article 33-ter, paragraph 2, of Italian Law Decree no. 179/2012, which entrusts the Authority (ANAC) with establishing, by its own resolution, the operational and functional modalities of the Single Register of Contracting Stations, and in accordance with the Communication of the President dated 16 May 2013, contracting stations are required to communicate the name of the RASA.

²⁰ The DPO serves as the Company's liaison with the Italian Data Protection Authority and other supervisory authorities, including for the purposes of prior consultation and the management of data breaches.

Internal Audit is the Company department entrusted with providing independent and objective assurance and consultancy aimed at improving organisational effectiveness and efficiency through the evaluation and strengthening of governance, risk management and internal control processes.

The main tasks of Internal Audit include:

- assessing, within the limits of the investigative tools available, the adequacy and effectiveness of the SCIGR, both continuously and in relation to specific needs, providing evaluations and recommendations to enhance its efficiency and effectiveness;
- providing specialist support to Management in relation to SCIGR, to promote the effectiveness, efficiency and integration of controls within business processes and to foster continuous improvement of governance and risk management.

Internal Audit reports to the Chairperson, the CEO, the Board of Directors, the Board of Statutory Auditors and the Supervisory Body. Information flows between Internal Audit and the CPM are also envisaged.

Standing Committee for the Code of Ethics (CCE)

The Standing Committee for the Code of Ethics, reporting to the CEO, is the reference body responsible for implementing and monitoring compliance with the Rai Group Code of Ethics.

It monitors the actual observance of the Code by its recipients and its effectiveness in preventing behaviour contrary to the principles enshrined in the Code, proposing any updates or revisions. It also evaluates reports concerning alleged violations, reporting to the CEO of Rai S.p.A. and informing the Supervisory Body of the activities performed.

The Committee is composed of the Heads of Internal Audit (coordinating role), Legal and Corporate Affairs, Human Resources and Organisation, Genre Coordination and the CPM.

Corruption Prevention Manager (CPM)

The CPM, whose name is published on Rai's institutional website in the section "Rai per la Trasparenza," is appointed by resolution of the Board of Directors and performs the duties indicated by the applicable legislation²¹, reporting, in the cases provided for in this document, to the Chairperson, the CEO, the Board of Statutory Auditors and the Supervisory Body of Rai S.p.A.

²¹ Pursuant to Italian Law 190/2012, "Provisions for the prevention and repression of corruption and illegality in public administration," as amended and supplemented (so-called Anti-Corruption Law).

In accordance with the law, to perform these activities, the CPM has human²², financial and operational resources proportionate to the size of Rai S.p.A., within the limits of the budget. For verification activities, the CPM has full access to all organisational acts, data and information functional to the control activity, which in any case pertain to Top Management.

All recipients of this PTPC must ensure maximum collaboration and cooperation.

The appointment of the CPM has a duration of four years, which may be extended for a further four years (up to a total of eight years) where necessary to ensure continuity, effectiveness and the safeguarding of specific knowledge and expertise²³.

In the event of an unforeseen or otherwise temporary absence of the CPM, resulting in an objective impediment to the performance of their duties²⁴ for a period of time sufficient to compromise the fulfilment of their responsibilities within the deadlines established by applicable laws or internal procedures, the CPM shall be temporarily replaced²⁵ - for the strictly necessary period – by the Head of the Governance and Corporate Secretary's Department²⁶.

Revocation of the CPM must be expressly and adequately justified and communicated to ANAC, which may request a review if it finds that the revocation is related to activities carried out by the CPM in corruption prevention²⁷.

If the CPM fails to perform their duties, they are subject to disciplinary procedures applicable to personnel of the same level.

Anti-Corruption Contact Persons

The Corporate Organisation Top Managers (direct reports to the Chairperson, the CEO, the Corporate General Manager, the Chief Officers and all Heads of Department), the Corporate General Manager, the Heads of Regional Offices, the Heads of the Regional Editorial Offices of the Regional News Division, the Heads of Foreign Correspondence Offices, and the Heads of TV Production Centres, given the significant managerial and decision-making powers they exercise—especially within their respective processes—

²² See: Organisational Provision AD 2024/0003800 of 28/05/2024 "Corruption Prevention Manager (CPM)"; Units "Corruption Prevention Support" and "Reports and Whistleblowing Management."

²³ See: Resolution of the BoD of 17-18 December 2025.

²⁴ This includes specific cases of conflict of interest or incompatibility.

²⁵ For the purposes of formalising the temporary assignment, the CEO shall promptly inform the Board of Directors and carry out the necessary procedures, involving the Human Resources and Organisation Department.

²⁶ Provided that there is no conflicts of interest or other cause of incompatibility.

²⁷ Indeed, it is necessary to prevent the revocation of the appointment from being interpreted in a discriminatory or retaliatory manner with respect to the duties performed.

coordinate with the CPM for the implementation of the anti-corruption policy adopted by the Company.

231 Contact Persons

Heads of Departments/Facilities who oversee the regular execution of sensitive activities in their areas of competence, in accordance with their organisational attributions. They must communicate, in a timely manner, to the Supervisory Body, via written note, any information known to them regarding acts, behaviours or events that may lead to a violation of the MOGC or, more generally, are relevant for improving the effectiveness and efficiency of the same.

Transparency Representatives

Corporate Organisation Top Managers who apply the methodologies for the identification, assessment, management and monitoring of risks and controls for their respective areas of competence, ensuring 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 carried out by the aforementioned SCIGR players, as well as those performed by the Ministry of Economy and Finance (MEF) and ANAC, are complemented by supervisory activities carried out by a series of Authorities/Control Bodies external to the organisation, including: i) Italian Communications Regulatory Authority (AGCOM)²⁸; ii) Parliamentary Commission for the General Direction and Supervision of Broadcasting Services²⁹; iii) Court of Auditors³⁰; iv) Ministry of Enterprises and Made in Italy.

Chief Information Security Officer (CISO)

Person tasked with defining the Company's guidelines regarding the security and protection of data and digital assets (in particular, as provided under the regulatory framework of the National Cybersecurity Perimeter), coordinating the relevant activities

²⁸ Pursuant to, among other provisions, Article 19 of Italian Law 3 May 2004, no. 112, and in accordance with the Communication 2001/C 320/04 of the European Commission, AGCOM is tasked with verifying that the public service broadcasting is effectively provided in compliance with Italian Law no. 112/2004, the national service contract and the specific service contracts concluded with the regions and the autonomous provinces of Trento and Bolzano, also taking into account service quality parameters and user satisfaction indices defined in the contract. Specific provisions regarding the supervisory and control functions of the Authority are also contained in the current Agreement and Service Contract.

²⁹ The Parliamentary Commission is entrusted with guiding the public service broadcasting Concessionaire Company and supervising the implementation of said guidance.

³⁰ Pursuant to Italian Prime Ministerial Decree of 10 March 2010, Rai is subject to the control of the Court of Auditors.

through the competent Company Departments and presiding over the Risk Management processes. Rai S.p.A. has appointed the Safety & Security Director as the CISO.

3.2 The Regulatory Framework of Rai S.p.A.'s SCIGR

The main references of the regulatory framework for SCIGR, in addition to the governance instruments described above, are as follows:

Code of Ethics: regulates the rights, duties and responsibilities that the Company expressly undertakes towards its stakeholders in the course of its activities³¹.

All persons working at and with Rai, without distinction or exception, are required to comply with and promote compliance with these principles and those set out in the Company's Code of Ethics within the scope of their functions and responsibilities.

To ensure broad awareness and uniform application of the provisions of the Code, the CPM, in coordination with the Anti-Corruption Contact Persons and the relevant corporate structures, promotes knowledge of the Code of Ethics and raises staff awareness through training initiatives.

Three-Year Corruption Prevention Plan (PTPC): the PTPC, as defined in this document, forms an integral part of Rai S.p.A.'s SCIGR.

Organisation, Management and Control Model (MOGC) of Rai S.p.A. pursuant to Italian Legislative Decree no. 231/2001: identifies Sensitive Processes and Activities exposed to the risk of committing the offences referred to in Legislative Decree 231/01, provides for general and specific control standards, and establishes principles of conduct and decision-making processes in relation to predicate offences.

³¹ In particular, the Code identifies the following fundamental values:

- diligence, correctness and good faith in performing assigned duties and fulfilling contractual obligations at all organisational levels;
- transparency and fairness in managing activities, and in the provision, recording and verifiability of information. All actions, transactions, negotiations and, more generally, conduct carried out in the course of work must be characterised by the highest standards of operational correctness, completeness and transparency of information, and compliance with both formal and substantive law;
- correctness in case of conflicts of interest, which entails avoiding situations in which parties involved in any corporate activity may have conflicting interests;
- honesty, i.e., refraining from unlawful, illicit or unethical conduct, or behaviour inconsistent with common standards of integrity, honour and dignity;
- compliance with the law, i.e., observance of all applicable primary and secondary legislation, including provisions relating to licence fees for radio and television equipment, as well as the laws and regulations in force in countries where Rai operates, corporate procedures and internal regulations, the Code of Ethics, and other corporate policies;
- confidentiality, i.e., safeguarding all information acquired in the course of activities for Rai, which cannot be disclosed to third parties or used for personal gain, whether direct or indirect;
- loyalty in competition, i.e., safeguarding fair competition and refraining from misleading, collusive or abusive conduct.

The objectives of the MOGC are:

- to prevent and reasonably mitigate risks associated with the Company's activities, with particular regard to any unlawful conduct that may give rise to liability of the Company and the imposition of sanctions against it;
- to ensure that all those acting in the name and on behalf of the Company in areas of activity exposed to risk are aware that the commission of unlawful conduct may result in the application of penalties, both criminal and administrative, not only against themselves but also against the Company;
- to confirm the Company's commitment to combating unlawful conduct of any kind and irrespective of purpose, as such conduct, in addition to being contrary to applicable law, is also inconsistent with the ethical principles to which the Company adheres;
- to raise awareness among the Company's employees and Third Parties, so that in the performance of their activities they adopt conduct compliant with the MOGC, in order to prevent the risk of committing predicate offences.

The specific standards, principles of conduct and action programmes identified for the full implementation of the MOGC are also considered, where applicable, as control measures for the prevention of corruption under Italian Law no. 190/2012. These measures are therefore to be considered additional and complementary to those established in the PTPC.

Regulatory, organisational and powers system of Rai S.p.A.: Rai defines, through service orders, organisational communications, circulars, internal communications, procedures and provisions, the organisational structure and operation of its activities. Management powers are governed by a system of proxies and delegations assigned according to allocated responsibilities.

Reports and Whistleblowing Management Process: reports play a key role in the prevention and contrast of irregular and unlawful conduct, also contributing to the strengthening of the SCIGR. Rai provides protection to persons submitting reports, in accordance with applicable law. The management of reports³² — both whistleblowing reports³³ and reports of irregularities — at Rai S.p.A. is entrusted to the CPM and defined in

³² To facilitate submission and receipt of reports and to guarantee confidentiality of the reporting entity's identity, as well as that of any person involved or mentioned, a single internal reporting channel is used, made accessible to all potential reporting entities via the company intranet and internet websites. Rai has established the following methods for reporting concerns: a dedicated IT platform (which will be integrated with a telephone system through which it will be possible to submit an oral report via an automated answering service) and postal mail.

³³ The applicable law is Italian Legislative Decree no. 24/2023, regulating "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, which they become aware of in a public or private work context".

the “Reports and Whistleblowing Management Policy”³⁴ and the “Reports and Whistleblowing Management Process”³⁵.

Disciplinary System: all Rai personnel are required to comply with the company disciplinary code, called the Disciplinary Regulations, displayed, in accordance with the law, at all company sites and published on the intranet. The Regulations are periodically updated in accordance with legislative changes, so that measures under the PTPC are sanctioned in accordance with the Regulations.

Guidelines on Internal Audit activities: Approved by the Board of Directors on 22 February 2024, the Guidelines establish responsibilities, functions, powers, operating procedures and information flows in relation to the Top Management and Control/Supervisory Bodies.

³⁴ The Policy — approved by resolution of Rai S.p.A.'s BoD on 11 July 2023 — identifies the guiding principles, the main objectives to be pursued, and the tools employed in the management of reports. The Reports and Whistleblowing Management Policy is available on the corporate intranet RaiPlace at <https://www.raiplace.rai.it/pagine/norme-e-procedure/governance-controllo-e-conformita/segnalazioni/> as well as on the institutional website “Rai per la Trasparenza” (section “Reports”).

³⁵ The Reports and Whistleblowing Management Process, developed in accordance with the Policy, identifies the main phases and activities, assigning the relevant responsibilities.

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

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

The PTPC establishes an organisational model designed to integrate the safeguards and measures for the prevention of corruption within the broader framework of Rai S.p.A.'s SCIGR, of which it is a constituent element, and within the Company's overall organisational, administrative and corporate governance structures.

The SCIGR components are mutually coordinated and interdependent, and the System as a whole engages, according to defined roles and in a collaborative and coordinated manner, the administrative bodies, supervisory bodies, control organs, Management, and all internal and external personnel of Rai S.p.A.

4.2 Purpose of the PTPC

The PTPC is intended to strengthen the culture of legality, integrity and transparency in the management of corporate activities by ensuring that its addressees are fully aware of the responsibilities associated with their respective roles, as well as to prevent conduct potentially falling within corruption-related offences, as described in paragraph 1.5 of Chapter 1.

The PTPC promotes the proper functioning of the Company's organisational structures, thereby contributing to the protection of Rai's reputation and institutional credibility. In this context, it is designed to:

- a) ensure full awareness that the occurrence of corruption-related events exposes Rai to significant risks, particularly reputational and image-related damage, loss of trust and credibility vis-à-vis public service users, financial impacts and potential criminal and/or disciplinary consequences for the individual responsible for the infringement;
- b) encourage all addressees to engage actively and continuously in complying with internal procedures and rules, implementing all appropriate measures to prevent and mitigate corruption risk, and progressively strengthening the Company's internal control safeguards designed to reduce such risks;

- c) ensure the propriety of relations between Rai and all parties interacting with the Company in any capacity, including through the monitoring and reporting of circumstances that could give rise to conflicts of interest or potential corruption risks;
- d) coordinate corruption-prevention measures with the controls to be implemented under the Company's Internal Control and Risk Management System (SCIGR), as well as with the Company's financial statements so as to ensure the financial sustainability of the envisaged measures, with transparency measures (in particular, the Rai S.p.A. Transparency and Corporate Communication Plan), and with the staff 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 respective members, the Corporate General Manager, all employees and, where applicable, collaborators, as well as all third parties maintaining relationships with Rai connected to the activities covered by this Plan (including — by way of example and without limitation — suppliers, agents, consultants, professionals, self-employed or semi-subordinate workers, business partners, statutory auditors and external auditors, and any other relevant parties).

In order to ensure the widest possible dissemination, 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's intranet portal.

New hires are formally informed of the adoption of the PTPC by Rai at the time of their onboarding, for the purposes of acknowledgement and acceptance of its contents.

All employment contracts, collaboration agreements and supply contracts include a specific clause referring to the PTPC of Rai S.p.A. and to the obligation to comply with its provisions.

4.4 Entry into force, duration and updates

The PTPC shall enter into force as from the date of its adoption by the Board of Directors of Rai S.p.A. It shall remain valid for a three-year period and shall be updated by 31 January of each year³⁶ upon proposal of the CPM, taking into account the progressive state of implementation of the planned initiatives, the objectives and priorities set by the Top

³⁶ This is without prejudice to any extensions granted by ANAC and in accordance with Article 1, paragraph 8, of the Anti-Corruption Law.

Management Bodies, the guidance issued by the National Anti-Corruption Authority and by the Ministry of Economy and Finance or other competent authorities, legislative developments, business, organisational and procedural changes affecting the Company's structure, as well as the results of the Integrated Risk Assessment relating to operational and compliance risks pursuant to Italian Law no. 190/2012, with indication of the consequent actions deemed appropriate by the CPM.

The CPM may in any event propose amendments to the PTPC whenever significant regulatory or organisational changes make this necessary, or where external or internal circumstances affecting the Company are considered capable of reducing its adequacy as a corruption-risk prevention instrument or limiting its effective implementation.

Any formal amendments not affecting the principles or other substantive elements of the PTPC may be made directly by the CPM, who shall inform the Chairperson and the Chief Executive Officer thereof within the framework of the prescribed periodic reporting.

Chapter 5 - The process for defining and updating the PTPC

The PTPC of Rai S.p.A. adopts a broad and “atypical” understanding of corruption, extending beyond the strict criminal-law definition and incorporating the concept contained in the PNA, which coincides with “maladministration,” understood as the taking of decisions contrary to the general interest of the Company.

The list of Sensitive Processes and Activities in which there exists a potential risk of unlawful conduct is subject to change, also in light of the progressive implementation of the PTPC measures and the continuous updating of the findings from the Risk Assessment activities.

5.1 Reference principles of the PTPC

The process of defining the PTPC, the adoption of the prevention measures contained therein, and the related operational tools are inspired by 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 integrated into Rai's overall governance, organisational and management framework.

Direction, coordination and corporate autonomy of Subsidiaries

Rai S.p.A., within the scope of its direction and coordination activities towards its Subsidiaries, issues and disseminates guidelines which the Subsidiaries adhere to when establishing and maintaining their respective PTPC (or Anti-Corruption Policy, in the case of Rai Way). The corporate autonomy of the Subsidiaries is, however, guaranteed, in compliance with Rai S.p.A.'s direction and coordination guidelines. Responsibility for the adoption, effective implementation and updating of the respective PTPC (or Anti-Corruption Policy, for Rai Way) remains with each Subsidiary.

Consistency with best practices

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

Process-based approach

The PTPC is generally inspired by a process-based logic, independently of the organisational or corporate placement of the relevant activities within Rai.

Risk-based approach

The PTPC is based on the identification, assessment, management, and monitoring of the main corruption risks and is defined and implemented according to the types and significance of such risks, which also determine the priorities of intervention.

Prevention through a culture of Ethics and Legality

It is fundamental that all persons operating within Rai feel engaged and contribute directly to the protection of the Company's tangible and intangible assets through the strengthening of a culture of ethics and legality.

Management accountability

Management, within its assigned functions and in achieving the related objectives, establishes specific monitoring processes and control activities suitable to ensure, over time, the effectiveness and efficiency of the corruption prevention measures.

Reliability of controls

The final assessment of the adequacy of the Plan assumes the reliability and adequacy over time of the control activities carried out by each SCIGR actor at each level of responsibility, unless shortcomings in design and/or operation are expressly reported through the independent monitoring activities conducted by Internal Audit during audits.

Implementation of Information Flows

Information flows, i.e., the systematic acquisition by the CPM Supporting Unit of documents, data and information agreed upon and shared with the relevant Departments, in order to cyclically and analytically monitor the activities of Departments operating in the so-called "risk areas" identified in the National Anti-Corruption Plan and in the Sensitive Processes identified in the PTPC, are fundamental for fulfilling PTPC-related obligations and achieving its prevention objectives. The Company provides each PTPC recipient with the information necessary to fulfil their obligations.

Maximising effectiveness and efficiency

The PTPC is designed to maximise effectiveness and efficiency, including through reducing overlaps in activities and coordinating among the main roles envisaged by the SCIGR and among its various components. For it to be effective, the control system must not be a mere formal compliance exercise but must be genuinely aimed at identifying specific situations that may reveal potential anomalies.

Continuous improvement and excellent practices

Rai pursues the continuous improvement of the PTPC in line with the evolution of the reference context and to ensure that it remains up-to-date with best practices. The PTPC seeks synergistic integration within business processes and, together with them and with contributions from all relevant functions, is subject to continuous improvement in line with the evolution of business operations, the legal framework and the economic and social context. Rai personnel actively participate by providing guidance, suggestions and feedback.

5.2 Methodology for defining and updating the PTPC

Definition

The PTPC is the tool through which Rai implements its corruption prevention strategy. A fundamental prerequisite of the PTPC is the analysis of the level of exposure of company activities to corruption risk.

The entire framework of Italian Law no. 190/2012 and the PNA bases its effectiveness on the correct adoption of risk-prevention measures and is therefore substantially inspired by corporate risk management models.

The PTPC has thus been developed in adherence to best operational practices in risk management, based on risk-based and process-oriented methodologies.

The methodology adopted for defining the PTPC and for the related analysis and verification activities involves the direct contribution of the BoD, Top Management and other relevant stakeholders.

Update

The PTPC is constantly monitored and updated within a particularly complex legislative context, especially for Rai, characterised by continuous evolution and layering of regulations that significantly impact 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 "Revision and Simplification of Provisions on Corruption Prevention, Publicity and Transparency," the "Consolidated Law on Publicly Owned Companies," legislation on the protection of whistleblowers, the National Anti-Corruption Plan and subsequent ANAC amendments and the related Guidelines.

The PTPC is continuously monitored to ensure it remains properly updated over time. The updating of the PTPC takes into account:

- a) any changes or additions to legislation concerning the prevention of corruption (e.g., updates to the PNA, Guidelines, directives, resolutions, rulings and opinions issued by ANAC and statutory provisions);
- b) any legislative or regulatory changes affecting Rai's institutional objectives, powers, activities or organisational structure (e.g., the Rai Reform Law or other significant organisational amendments);
- c) specific requests from Top Management, the Board of Directors, Supervisory or Control Bodies and Management;
- d) the emergence of new risk factors not previously considered during the preparation of the PTPC, any amendments to measures already in place to mitigate corruption risks and the identification of significant breaches of the provisions set out in the PTPC;
- e) developments in relevant best practices.

The PTPC may also be revised in light of the outcomes of: i) reviews of PTPC violations; ii) documentary analyses of information flows and internal monitoring activities (including Audits, Reports and Annual Information Records of Contact Persons); iii) Risk Assessment activities; iv) examinations of judicial cases.

On the basis of these findings and the operational experience gained through the implementation of the PTPC, preventive measures and controls may be progressively strengthened through additional control protocols targeting the areas and processes identified as high-risk, as well as through updates to existing protocols, with the aim of promoting increasingly efficient and compliant management of corporate activities.

All parties involved in the PTPC development process actively promote and contribute to its ongoing update.

Chapter 6 - The PTPC governance model

6.1 The players

The PTPC is an integral part of the company SCIGR. As such, all participants of the SCIGR contribute to the process of preventing corruption.

For the purposes of the PTPC, and in addition to what was illustrated in Chapter 3, the following have a primary role:

The Board of Directors (BoD)

- a) appoints the CPM;
- b) approves and adopts the PTPC and its subsequent updates, informing the relevant bodies in accordance with the provisions of law and the PTPC;
- c) issues general guidelines directly or indirectly aimed at preventing corruption;
- d) supervises the activities of the CPM regarding the responsibilities and objectives assigned, through meetings and periodic reports.

The Chief Executive Officer (CEO)

Without prejudice to the duties and powers assigned by law to the CPM, the CEO oversees the functioning of the PTPC adopted by the BoD of Rai S.p.A., implementing the provisions and measures therein. In coordination with the CPM, establishes and promotes activities to coordinate and optimise PTPC implementation within company processes and the organisational and governance structure, as well as monitoring and verification activities designed to ensure the overall adequacy, effectiveness and efficiency of anti-corruption measures.

The Corruption Prevention Manager (CPM)

evaluates the adequacy of and compliance with the PTPC provisions.

The main duties of the CPM include:

- implementing legal provisions regarding the prevention and repression of corruption and illegality (Italian Law 190/2012 and subsequent amendments);
- preparing the PTPC proposal and updates for adoption by the Board of Directors;
- monitoring the effective implementation and suitability of the PTPC;
- overseeing the adequacy of mapping high-risk processes and sensitive activities in line with Risk Assessment updates and Italian Law 190/2012;

- defining, in liaison with the Human Resources and Organisation Department, the Annual Personnel Rotation Plan and monitoring its implementation;
- contributing, together with the Human Resources and Organisation Department, to the definition of procedures and initiatives for selecting and training employees working in high-risk areas, as well as further initiatives for corruption prevention;
- maintaining liaison and reporting with the National Anti-Corruption Authority (ANAC) and, as needed, other relevant authorities;
- defining periodic information flows with competent Contact Persons to prevent corruption and improve PTPC safeguards;
- ensuring regular information exchanges with Top Management and Control/Supervisory Bodies, including reporting outcomes, ANAC standard form content, and any PTPC violations;
- managing the whistleblowing and irregularity reporting channel in compliance with applicable law and company regulations.

Given the nature of Rai's activities, the duties of the CPM also include the obligation to report to the Chairperson, the Chief Executive Officer and the Chairpersons of the Board of Statutory Auditors and of the Supervisory Body of Rai S.p.A. any fact of which they have full knowledge that may constitute a criminal offence or a violation of the PTPC. This is done for the purposes of assessment and to enable these bodies to determine whether the conditions exist for reporting the matter to the competent Judicial Authority, utilising, where necessary, the specialised company structures for related evaluations.

Organisational support structure of the CPM "Corruption Prevention Support" Unit

By resolution dated 26 April 2017, the Board of Directors (BoD), in order to ensure greater autonomy, independence, segregation of duties and effectiveness of activities, decided that the CPM, together with its organisational support structure, would report directly to the BoD³⁷.

The "Corruption Prevention Support" Unit assists the CPM in carrying out its duties and is responsible for:

- supporting the CPM in the preparation of the PTPC proposal and its updates, as well as monitoring and verifying their implementation and adequacy;

³⁷ By an earlier Resolution dated 31 March 2015, the BoD had established the aforementioned operational support structure within the Internal Audit Department.

- analysing anti-corruption legislation and monitoring corporate compliance, including ANAC decisions (Guidelines, Regulations, Resolutions, Opinions, etc.), in coordination with the Legal and Corporate Affairs Department;
- liaising with Internal Audit regarding the results of the Risk Assessment to monitor updates to the mapping of high-risk processes and sensitive activities;
- preparing training and information materials for employees, Anti-Corruption Contact Persons, and, as part of coordination and guidance activities, for Subsidiary CPMs, in cooperation with the Human Resources and Organisation Department in defining specific training initiatives on corruption prevention;
- monitoring and verifying, in coordination with Human Resources and Organisation, the effective rotation of offices in compliance with company policies and the PTPC;
- managing liaison and reporting to and from ANAC and other relevant Authorities for matters within the CPM's competence;
- overseeing periodic information flows with competent Contact Persons to enhance corruption prevention and improve PTPC measures³⁸;
- preparing periodic reports for Top Management and Control/Supervisory Bodies on the outcomes of CPM activities, the contents required by the ANAC standard form and any violations of PTPC provisions;
- providing specialist support to Management regarding anti-corruption safeguards and measures, aiming to integrate and strengthen the internal control and risk management system (SCIGR);
- supporting the company's Departments and Units in correctly implementing legislation on non-conferability, incompatibility and conflicts of interest, in coordination with Human Resources and Organisation and Legal and Corporate Affairs Departments;
- updating relevant data as required by the Transparency and Corporate Communication Plan;
- liaising with competent offices handling reports to assess their impact on corruption prevention.

³⁸ The "Corruption Prevention Support" Unit also: interfaces with company structures for analytical and investigative support related to control activities; maintains historical records and analyses information flows, including through sample checks as provided for in the Plan; performs administrative tasks (correspondence, protocol, regulatory obligations) and document management (e.g., managing the digital and paper archive of CPM-related documents);

"Reports and Whistleblowing Management"

In line with the provisions of Italian Legislative Decree no. 24/2023 (so-called "whistleblowing"), Rai S.p.A. has adopted the Reports and Whistleblowing Management Policy, through which the BoD entrusted the management of reports to the CPM. The CPM is supported by a dedicated team of resources responsible for:

- supporting the CPM in managing the reporting channel and ensuring the correct implementation of applicable legislation and company regulations;
- receiving, evaluating and classifying reports;
- planning investigations and coordinating related activities;
- interfacing with the Departments involved in the reports and whistleblowing management process;
- interfacing with the Internal Audit Department for preliminary support to the CPM and for managing information flows;
- identifying, following the completion of investigative activities, any suggestions and/or recommendations to improve the SCIGR and monitoring the resulting initiatives, as well as coordinating with the "Corruption Prevention Support" Unit in drafting proposals for adapting anti-corruption safeguards;
- liaising with the Human Resources and Organisation Department to carry out assessments related to managerial, organisational and disciplinary matters following investigations, and with the Legal and Corporate Affairs Department for issues within its competence;
- supporting the CPM in the preparation and monitoring of information flows for Top Management, Control/Supervisory Bodies and Corporate Bodies.

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

The employees and, where relevant and applicable, the collaborators and suppliers of Rai S.p.A. are required to be aware of the PTPC, to comply with its provisions, and, within the scope of their responsibilities, to implement and continuously improve it. They are also

responsible, within the scope of their respective activities, for monitoring and preventing corrupt practices.

Considering Rai's complex organisational and territorial structure, and in order to ensure effective and widespread monitoring and implementation of the control system for corruption prevention purposes, the CPM is supported by: i) Anti-Corruption Contact Persons; ii) managers and heads of organisational units; iii) persons holding either a mandate or a delegation; iv) employees; v) collaborators.

Under this PTPC, these parties are tasked with fully and continuously contributing to the prevention of corruption and unlawful conduct in Rai S.p.A., which includes, inter alia:

- monitoring the timing for the completion of procedures (e.g., public tenders);
- ensuring compliance with transparency obligations;
- supervising compliance with the Code of Ethics and the PTPC;
- abstaining from participation and submitting required communications in cases of conflicts of interest;
- fully complying with the provisions of this PTPC and Italian Law 190/2012.

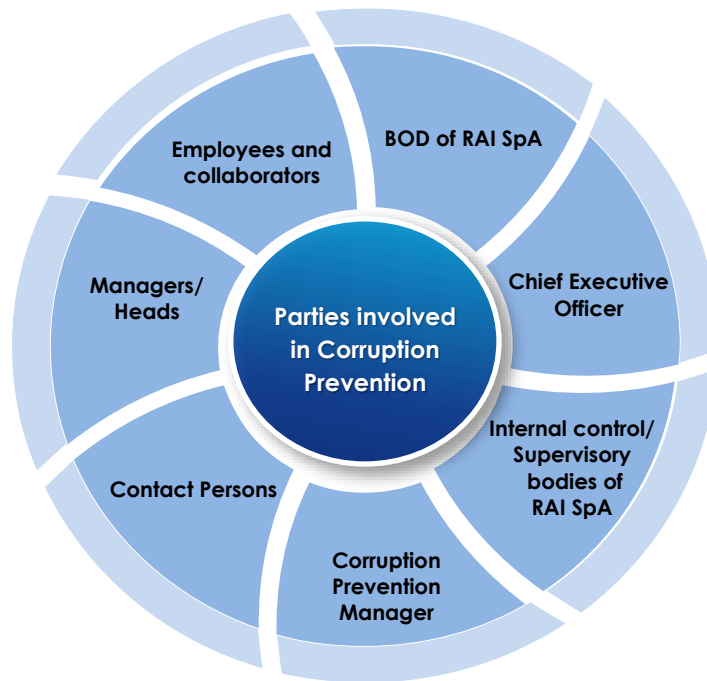
In this context, an indispensable role is played by the Corporate Organisation Top Managers (direct reports to the Chairperson, the Chief Executive Officer, the Corporate General Manager, the Chief Officers, and, in any case, all Heads of Department), the Corporate General Manager, the Heads of the Regional Offices, the Heads of the Regional Editorial Offices of the Regional News Division, the Heads of Foreign Correspondence Offices, and the Heads of TV Production Centres, who, under this PTPC and in view of the significant managerial and decision-making powers they exercise within their respective processes, are assigned the role of "Contact Persons" for corruption prevention.

More specifically, the Contact Persons, within their areas of responsibility, coordinate with the CPM to provide feedback on the implementation of the PTPC within their units and processes, as well as on any adjustments deemed necessary to ensure the effectiveness of preventive measures. The specific tasks of the Contact Persons in relation to the implementation of the PTPC are detailed in the following paragraph. The responsibilities of the Contact Persons remain with them even when they utilise the operational support of their units.

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

Within the scope of their respective prerogatives under the SCIGR, the Control and Supervisory Bodies of Rai S.p.A. contribute to overseeing the effectiveness and implementation of the PTPC. Specific and reciprocal coordination and information exchange flows have been established between the Control/Supervisory Bodies and the CPM.

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



6.2 The PTPC “Governance Control” Model

Rai S.p.A. has established a structured process for the governance and oversight of the PTPC and the measures set forth therein. In this context, all participants in the SCIGR operate in a coordinated and synergistic manner within a model that, as described above, envisages three levels of control.

At Level I, managers, employees and collaborators performing sensitive activities within processes at risk of corruption (so-called Risk Owners) are responsible for the identification, assessment, operational management and ongoing monitoring of the risks and the related controls (line monitoring).

These individuals are required to report to their hierarchical superior any changes in the risks under their responsibility and to promote the continuous improvement of the relevant control measures, both in terms of design and operation. Where possible, they should foster the integration and rationalisation of controls within their operational activities while

maintaining the same level of preventive effectiveness and provide appropriate communication to the Anti-Corruption Contact Person.

Monitoring is carried out at a frequency appropriate to the level of risk exposure and the manner in which controls are performed. The outcomes of such monitoring are communicated by the Anti-Corruption Contact Person to the Corruption Prevention Manager (CPM), together with any identified risk situations or weaknesses, as well as any prudential and/or corrective measures adopted or to be adopted to strengthen the preventive action.

In this context, Anti-Corruption Contact Persons:

- assist the CPM in monitoring compliance with the PTPC by the units and managers within their respective departments/areas of responsibility;
- promptly inform the CPM, through formal communication channels, of any anomalies detected during monitoring, proposing solutions to ensure proper risk management and supervising their effective implementation;
- facilitate the information flows to and from the Units/Departments involved in the processes under their responsibility;
- promptly report the emergence of new risks identified in the activities they oversee;
- notify the CPM of any need to update or modify existing control measures, for example, due to organisational changes within their Units;
- coordinate with the CPM regarding internal training and awareness-raising activities within their Units.

Level II is represented by the activities carried out by the CPM and consists of the overall coordination of the corruption prevention process. In particular, the CPM contributes—within the framework of the Risk Assessment Project conducted by the Internal Audit Department with the involvement of the Contact Persons—to defining the methodologies for the identification and assessment of risks and controls. Additionally, with the support of the Internal Audit Department, the CPM monitors the implementation status of action plans defined in the Risk Assessment, taking into account the differing levels of risk exposure of Processes and sensitive activities (risk-based approach).

The CPM, with the contribution of other PTPC participants, is responsible, among other tasks, for:

- supervising and monitoring, in coordination with the Contact Persons, the effective implementation of the PTPC and its current suitability, proposing necessary adjustments where required;
- monitoring the acknowledgment and compliance by Contact Persons with the protocols and measures set forth in the PTPC within their respective areas of responsibility; for this purpose, the CPM also relies on the annual Contact Persons' information sheets;
- managing reports received through institutional channels and established procedures.

Monitoring of PTPC measures by the CPM is carried out through **four courses of action**, as illustrated in paragraph 7.3.

Level III controls are assured—consistent with best practices in SCIGR assessment—through independent monitoring activities conducted by the Internal Audit Department. This Department performs specific audits to verify the operational effectiveness and adequacy of the SCIGR, the anti-corruption process, or its substantial components, including an assessment of the functioning of Levels I and II controls.

Such audits are included in the Audit Plans or may be conducted as part of out-of-plan audit interventions. Audit Plans are defined taking into account, inter alia, the results of the Risk Assessment (risk-based approach).

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

7.1 Corruption risk management process

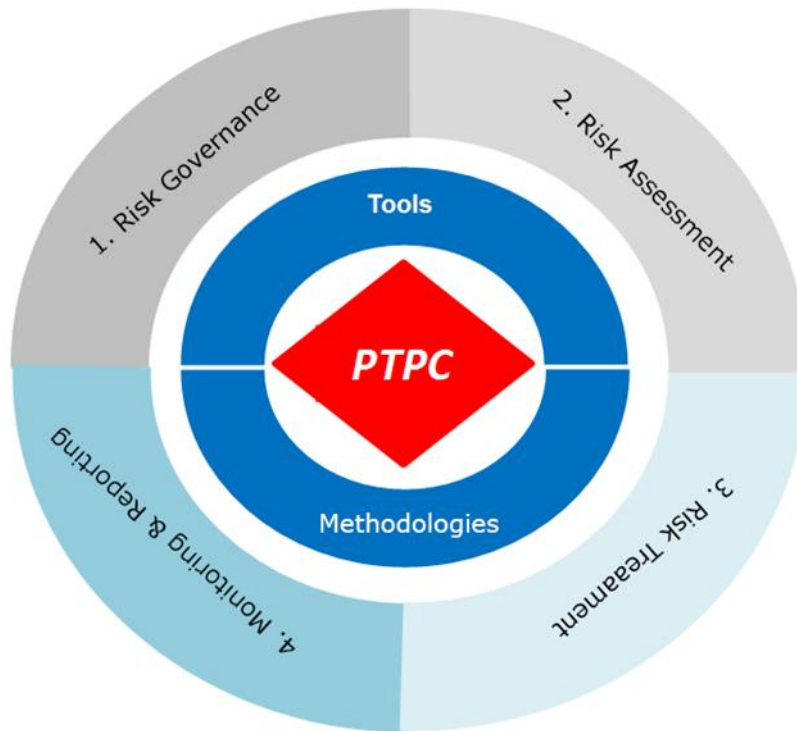
Risk management, as an integral part of the SCIGR, is a process aimed at the identification, assessment, monitoring, and treatment of corruption risk exposure relating to certain Company activities deemed sensitive. The adoption and implementation of the PTPC are instrumental in managing risk, by establishing appropriate principles and protocols to be complied with.

In this regard, the measures through which this PTPC is gradually updated, supplemented and specified represent a fundamental and decisive aspect.

To be effective, risk management must be:

- a) an integral part of all organisational processes;
- b) performed by management within the scope of the relevant decision-making process and aimed at taking informed actions, including considering potential alternatives and any priorities in risk treatment;
- c) directed at risks that cannot be avoided through preventive measures;
- d) systematic, structured and timely;
- e) based on the best available information;
- f) customised to Rai S.p.A.;
- g) oriented to human and cultural factors, within the context of a complex organisation such as Rai S.p.A.;
- h) transparent and inclusive;
- i) dynamic, interactive and responsive to change;
- j) aimed at fostering the continuous improvement of the organisation.

The corruption risk management process at Rai S.p.A., which involves coordination between the Internal Audit Department and the Corruption Prevention Manager (CPM), is structured into the following four 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 and integrating risks and controls.

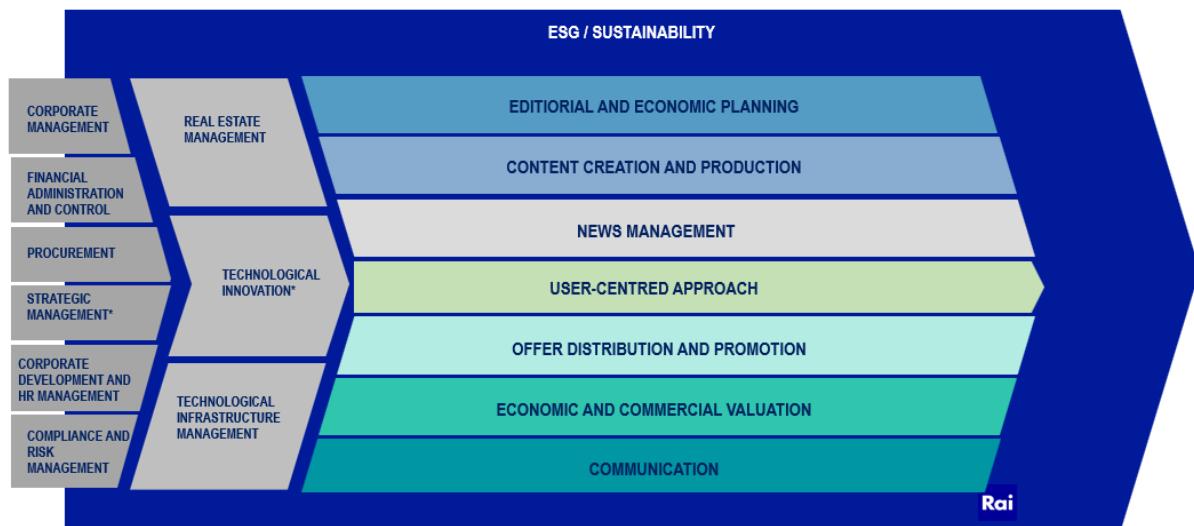
2. Risk Assessment (mapping and assessment of risks)

The Integrated Risk Assessment process³⁹ enabled the identification and assessment of risks related to compliance with anti-corruption legislation and administrative liability regulations, as well as operational risks. This activity resulted in an updated mapping of the activities sensitive to corruption risk, as identified below, associated with the various business processes of the Value Chain⁴⁰ (depicted in the figure below), together with a corresponding assessment of risk levels⁴¹.

³⁹ The Integrated Risk Assessment Project was concluded in the second half of 2022 and is subject to periodical monitoring and updating by the Internal Audit Department. In the first half of 2025, the activity of updating the Risk Assessment in relation to compliance risks under Italian Legislative Decree no. 231/2001 and Law no. 190/2012 was completed, in light of the regulatory, organisational and process-related developments that occurred up to April 2025.

⁴⁰ The Value Chain represents the macro-processes necessary for the Company to pursue its mission and achieve its objectives. Each macro-process encompasses multiple processes governing specific operational areas.

⁴¹ See Section 7.2



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

The Risk Assessment activity is aimed at:

- obtaining a complete mapping of sensitive activities, i.e., those process activities in which conduct potentially non-compliant with Italian Law No. 190/2012 (the so-called "corruption risk") may occur;
- assessing the exposure of the identified sensitive activities to corruption risk.

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

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

The mapping of sensitive activities is regularly updated in light of changes in the applicable legal/regulatory framework and of significant organisational and/or process changes. Risk assessment is performed by calculating the product of the probability of occurrence and the impact.

The adopted methodology provides for assessment at two levels: inherent risk, i.e., without considering the mitigation activities envisaged by the SCIGR; residual risk, 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 conclusion of the Integrated Risk Assessment project and taking into account the residual risk assessments, the Anti-Corruption Contact Persons define, within the areas of their responsibility, the risk treatment actions and their implementation priorities, with methodological support from Internal Audit.

These actions are compiled in an Action Plan document, which includes the Contact Persons responsible for implementation and the associated deadlines, and may be updated based on contributions periodically provided by the relevant Contact Persons. Such updates are reflected in the CPM's periodic reports.

This phase also includes: the definition of training plans, the structuring and evolution of the required information flows, the assessment of any reinforcement and/or control measures to be activated on the relevant processes.

4. Monitoring & Reporting

The purpose of this phase is to monitor over time the residual risk levels of activities sensitive to corruption risk. This phase is supervised by the CPM, with support from the Internal Audit Department, which ensures:

- verification of the implementation of the actions set out in the Action Plan within the established deadlines, providing the necessary methodological guidance;
- analysis of Key Risk Indicators (KRIs) that influence the assessment of the SCIGR and, consequently, the residual risk associated with sensitive activities⁴²;
- reporting to the CPM.

In the event of significant deviations from the Action Plan, and/or where the Contact Persons identify a justified need to implement alternative actions, the Internal Audit Department supports the Contact Persons in identifying and analysing the causes of such deviations and in defining any new actions, in coordination with the CPM.

Sensitive processes and activities are also subject to periodic monitoring by the CPM through the Annual Information Sheets prepared by the individual Anti-Corruption Contact

⁴² the KRIs affecting the assessment of the SCIGR and of the residual risk associated with sensitive activities are represented by the outcomes of audit and follow-up activities and of investigations into reports, together with the related recommendations/improvement actions, as well as by the occurrence of unlawful conduct/facts/events giving rise to reports/complaints and/or judicial proceedings.

Persons, where they are requested, within their competence, to confirm the overall mapping of sensitive activities, assess the relative risk levels. Contact Persons may also report any additional sensitive activities that may be at potential risk of corruption, beyond those already identified in the PTPC.

The results of the CPM's monitoring, particularly regarding any measures to enhance the SCIGR beyond 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 exposed to corruption risk, an assessment of the relative risk level (inherent and residual) was conducted, taking into account both the probability of occurrence of a potential risk event and the potential impact resulting from its occurrence.

The risk levels were assessed using a five-level scale: Low, Medium Low, Medium, Medium High and High.

Assessment of the 'inherent' risk of each sensitive activity

The two components of inherent risk associated with each sensitive activity (probability of occurrence and impact) were assessed using qualitative and quantitative criteria.

Probability was evaluated on a five-level scale (from Rare to Probable), taking as reference the more prudential of the following criteria: i) frequency of the sensitive activity and ii) historical occurrence of the risk event.

Impact was evaluated on a five-level scale (from Minimum to Extreme), based on the most relevant of the following four criteria: Descriptive/Qualitative, Economic/Financial, Reputational, Service Level.

Evaluation of the 'residual' risk of each sensitive activity

To determine the residual risk, criteria for reducing inherent risk were defined, based on an assessment of the adequacy of the SCIGR applicable to the sensitive activities, taking into account predefined Control Standards.

The Predefined Control Standards consist of Four General Standards (Segregation, Rules, Roles and Responsibilities, Traceability), applicable to all sensitive activities and Specific Standards, applicable to certain activities.

Specifically:

- each of the four General Control Standards, if in place, contributes to a 10% reduction of inherent risk, allowing a maximum reduction of 40%;
- inherent risk is further reduced by 10% if Specific Control Standards are implemented;
- inherent risk is further reduced by 20% if the resilience of the SCIGR is deemed adequate based on Key Risk Indicators (KRIs), such as audit outcomes and investigations on reports.

Assessment of the residual risk level of each process

All sensitive activities identified in the Risk Assessment are associated with a process within the value chain.

To assess the residual risk level of each process, the arithmetic mean of the residual risk levels of the associated sensitive activities was calculated, weighted according to the number of activities. This methodology is based on the assumption that the higher the number of risk events impacting a process, the greater the theoretical probability that a risk event may occur.

Below is the list of Value Chain Processes, presented in descending order of residual risk, with the related sensitive activities also listed in descending order of residual risk.

Value Chain Processes and related sensitive activities		Italian Law 190/2012 Residual Risk Level Medium Weighted
1	NEWS MANAGEMENT	Medium High
1.1	Management of news and TV reports	
2	PROCUREMENT	Medium High
2.1	Selection and negotiation of agreements with foreign suppliers for the implementation of programmes or journalistic services	
2.2	Contract management of suppliers and collaborators	
2.3	Selection, awarding and conclusion of contracts	
2.4	Procurement activation and definition of negotiation strategy	
2.5	Signing of self-employment contracts and/or artistic contracts (e.g. claqueurs/extras/writers/set designers/directors/costume designers/prompters/voice-overs)	
2.6	Procurement planning	
2.7	Activation of rights purchase and definition of negotiation strategy	
2.8	Rights contract management	
2.9	Negotiation and conclusion of rights acquisition contracts	
2.10	Supplier Register management	
2.11	RSE/RSF – operational purchases below the predefined threshold	
2.12	Negotiation and stipulation of contracts with collecting societies	
2.13	Selection and award of consultancy, fiduciary, technical and other assignments	
3	CONTENT CONCEPTION AND PRODUCTION	Medium High
3.1	Assignment and administration of light filming equipment and other technical assets	
3.2	Management of warehouse operations (production activities)	
3.3	Administration of public-service and accessibility products and services	
3.4	Management of journalistic programmes and current-affairs formats	
3.5	Management of artistic and/or culturally significant assets (including cataloguing, preservation and logistics of costumes, radio/television equipment and physical broadcast archives)	
3.6	Product development and specification (definition of product characteristics)	
3.7	Administration of prize competitions and programme-related awards	
3.8	Selection and coordination of programme guests	
3.9	Selection of editorial content and products	
3.10	Submission of applications for authorisations, licences, concessions and similar approvals from public authorities in connection with editorial and production activities	
3.11	Procurement of permits for the temporary occupation of public land for filming equipment or mobile set constructions	
3.12	Administration of production advances	
3.13	Management and review of co-production agreements (including financial reporting analysis)	
4	ORGANISATIONAL DEVELOPMENT AND HUMAN RESOURCES MANAGEMENT	Medium
4.1	Administration of business travel, expense reimbursements and advances	

Value Chain Processes and related sensitive activities		Italian Law 190/2012 Residual Risk Level Medium Weighted
4.2	Administration of allowances and salary supplements	
4.3	Recording and monitoring of staff attendance and absences	
4.4	Administration of staff assignments and transfers	
4.5	Scheduling and allocation of work shifts	
4.6	Performance of activities or assignments outside regular employment duties	
4.7	Remuneration policies	
4.8	Career progression procedures	
4.9	Management of out-of-court labour disputes	
4.10	Implementation and administration of disciplinary procedures	
4.11	Administration of gifts received from third parties	
4.12	Management of representation expenses	
4.13	Handling inspections and requests issued by competent authorities in labour and social security matters	
4.14	Job position analysis and evaluation	
4.15	Administration of redundancy incentive schemes	
4.16	Management of industrial and trade union relations	
4.17	Payroll administration	
4.18	Recruitment and hiring of personnel	
5	TECHNOLOGICAL INFRASTRUCTURE MANAGEMENT	Medium
5.1	Management of warehouse operations relating to IT and technological equipment	
5.2	Administration of user profiles, authentication processes, logical access to and from external systems and workstation access	
5.3	Submission of applications for permits, licences and authorisations required for the operation of television and radio signal transmission and broadcasting systems within the national territory	
5.4	Administration of the processes for creation, processing and archiving of electronic documents having evidentiary value	
5.5	Administration of digital signature devices	
6	DISTRIBUTION AND PROMOTION OF OFFERINGS	Medium
6.1	Management of activities relating to editorial products and content across digital platforms, including social networks	
6.2	Reporting on the utilisation of copyright	
6.3	Administration of advertising schedules (including programming structures and related amendments)	
6.4	Procurement of authorisations from SIAE and licences from other rights holders	
7	COMMUNICATION	Medium
7.1	Collection and transmission of communications, information and data to competent bodies responsible for national cybersecurity	

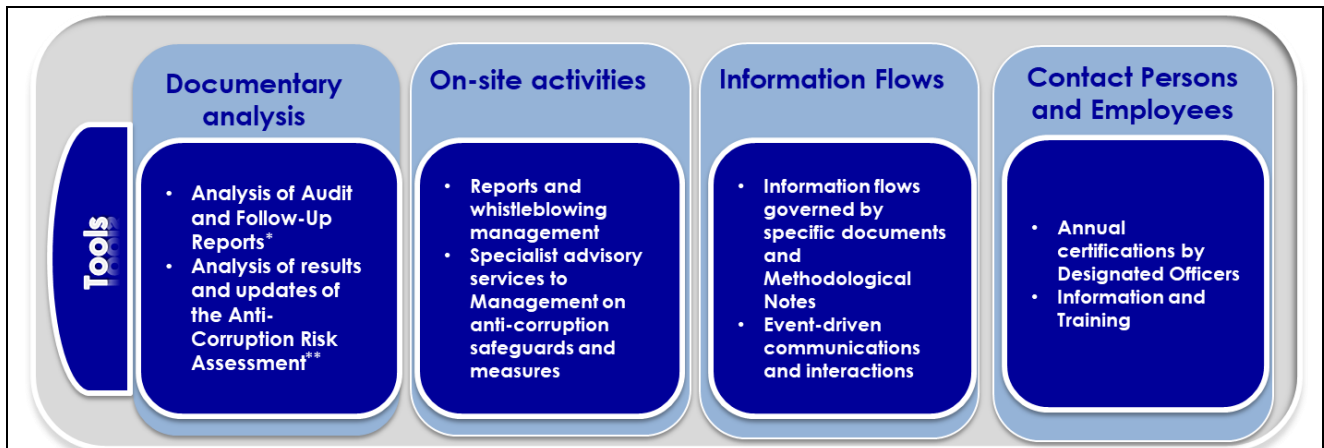
Value Chain Processes and related sensitive activities		Italian Law 190/2012 Residual Risk Level Medium Weighted
7.2	Management of relations with Public Authorities, Supervisory Authorities, Administrative Authorities and other competent bodies (including the Parliamentary Oversight Committee, ANAC, ACN, the Data Protection Authority, AGCOM and the Court of Auditors)	
7.3	Administration of corporate content published on social media platforms and/or the corporate website	
7.4	Management of institutional and/or product promotion activities	
7.5	Registration of products for national and international festivals	
7.6	Organisation of events	
7.7	Management of relationships with representatives of European and International Institutions	
7.8	Granting of gifts to third parties	
7.9	Administration of warehouse operations relating to gifts	
7.10	Sponsorship agreements	
7.11	Gratuitous transfer of obsolete gifts	
7.12	Management of external communication (press releases)	
7.13	Organisation and administration of ceremonial protocols for institutional guests	
7.14	Management of media partnerships and patronage arrangements	
7.15	Management of relations with Public Administrations (central administrations and instrumental bodies) for the development of value-added institutional communication initiatives aimed at establishing agreements, institutional partnerships and memoranda of understanding	
7.16	Development and management of collaboration and partnership agreements with universities, research centres, professional associations and other entities operating in the public-interest sector	
7.17	Management of relations with institutional bodies and relevant associations within public-interest working groups in connection with obligations arising from the Service Contract	
7.18	Dissemination of information concerning listed and unlisted financial instruments	
7.19	Participation in public tenders issued by Public Administrations (central administrations and instrumental bodies) for the implementation of institutional communication projects	
8	REAL ESTATE INFRASTRUCTURE MANAGEMENT	Medium
8.1	Management of artistic and/or culturally significant assets (including cataloguing, preservation and logistics relating to buildings, historically or artistically valuable furnishings, works of art, and similar assets)	
8.2	Administration of corporate movable assets (including vehicle fleets and other non-production movable property)	
8.3	Sale or disposal of corporate assets	
8.4	Submission of applications for permits, licences, concessions and similar authorisations from public authorities in connection with maintenance, construction and related activities	
8.5	Acquisition and disposal (including sale) of real estate assets	
8.6	Negotiation and execution of lease agreements (active and passive) and loan-for-use agreements	
9	ECONOMIC AND COMMERCIAL DEVELOPMENT	Medium

Value Chain Processes and related sensitive activities		Italian Law 190/2012 Residual Risk Level Medium Weighted
9.1	Management of product placement and other commercial communication activities	
9.2	Administration of subscription databases	
9.3	Administration of activities carried out by licence-fee agents in relation to special subscriptions	
9.4	Administration of securities exchange activities	
9.5	Provision of support in the handling of subscription disputes and refund procedures	
9.6	Management of relations with the Revenue Agency in connection with the redefinition of the "general handling procedures" concerning radio and television licence fees	
9.7	Transfer to third parties of broadcast-related materials (including television productions and journalistic content)	
9.8	Transfer of reporting rights to third parties	
9.9	Execution of the Agreement (hereinafter, the "Cooperation Agreement") with the Revenue Agency concerning broadcasting licence fees	
9.10	Provision of support to the Revenue Agency in the enforcement and compulsory collection of ordinary and special subscription fees	
10	COMPLIANCE AND RISK MANAGEMENT	Medium Low
10.1	Administration of physical access to corporate premises	
10.2	Management of assignments in critical areas or conflict zones	
10.3	Execution of activities relating to prize competitions	
10.4	Reports and Whistleblowing Management	
10.5	Conduct of audit activities, related follow-up actions and determination of audit outcomes	
10.6	Monitoring implementation of corrective actions	
10.7	Handling inspection visits concerning occupational health, workplace safety and environmental matters	
10.8	Execution and administration of the National Service Contract	
10.9	Definition and adoption of the Audit Plan	
10.10	Management of relations with certification bodies in connection with inspection activities for the obtaining and maintenance of certifications (including UNI EN ISO 45001 and/or UNI EN ISO 14001)	
10.11	Management of disputes and litigation, including the negotiation and execution of settlement agreements	
10.12	Management of relations with judicial police authorities	
10.13	Management of relations with parties involved in judicial proceedings	
11	EDITORIAL AND ECONOMIC PLANNING	Medium Low
11.1	Preparation and management of radio programming schedules	
11.2	Preparation and management of television programming schedules (linear broadcasting schedules)	
12	INTEGRATION OF SUSTAINABILITY INTO BUSINESS OPERATIONS	Medium Low
12.1	Implementation of corporate initiatives relating to social responsibility matters (including participation in, co-promotion of and organisation of events)	
12.2	Promotion and development of fundraising initiatives	

Value Chain Processes and related sensitive activities		Italian Law 190/2012 Residual Risk Level Medium Weighted
12.3	Provision of donations and grants, including within prize competitions involving public figures	
12.4	Disposal of corporate assets scheduled for decommissioning (including PCs and mobile devices) for charitable purposes, donations or other acts of liberality	
12.5	Promotion or management of communication campaigns relating to social-impact initiatives	
13	ADMINISTRATION, FINANCE AND CONTROL	Medium Low
13.1	Acquisition and administration of grants, contributions, and/or financing provided by the State or the European Union (including subsidised finance schemes)	
13.2	Management of relations with the Financial Administration (including applications for tax relief, tax credits, advance rulings and similar procedures)	
13.3	Administration of financial transactions, including intra-group transactions	
13.4	Acquisition and management of guarantees, both issued and received	
13.5	Acquisition and administration of financing arrangements	
13.6	Management of relations relating to the obtaining and maintenance of creditworthiness and credit ratings	
13.7	Transactions involving listed and unlisted financial instruments	
13.8	Administration of customer and supplier accounts (including invoicing and payment release authorisations)	
13.9	Handling inspections and requests in tax matters issued by competent authorities, including activities involving judicial police authorities	
13.10	Credit management	
13.11	Budget planning and control (costs and investments)	
13.12	Capital transactions and allocation of profits	
14	CORPORATE GOVERNANCE MANAGEMENT	Low
14.1	Selection and appointment of corporate bodies and office holders of Rai and its subsidiaries or affiliates	
14.2	Management of relations with shareholders, the Board of Statutory Auditors and the external auditing firm	
15	USER CENTRICITY	Low
15.1	Participation in decision-making bodies of sector organisations (including audience measurement bodies such as Auditel)	

7.3 Verification of the adequacy of the PTPC

The verification of the adequacy of, and compliance with, the PTPC by its addressees is carried out by the CPM, including through the operational involvement of other corporate departments, on the basis of the following **four lines of action**:



*Compliance reviews pursuant to Italian Law no. 190/2012 are conducted with reference to the cross-functional principles and protocols set out in the PTPC, for the purposes of anti-corruption monitoring.

**The Integrated Risk Assessment — the project management of which was conducted by the Internal Audit Department — is periodically updated by the same Department. Updates concerning residual risk levels associated with Sensitive Processes and Activities are transmitted to the CPM for subsequent incorporation into the mapping of Sensitive Processes and Activities contained in the PTPC.

Chapter 8 - The PTPC implementation process: measures for the prevention of corruption risk

8.1 Preventive measures

The implementation of appropriate safeguards and preventive measures is based on the proper identification of Sensitive Processes and Corporate Risk Areas, as well as the related sensitive activities, namely those presenting a potential corruption risk.

This edition of the PTPC, in continuity with previous versions, provides for the progressive refinement of instruments designed to support and strengthen risk-prevention activities, including the following:

- **Cross-functional control principles applicable to all corporate processes, sensitive activities and organisational areas:**

segregation of duties and responsibilities

traceability of processes and activities

compliance with assigned process roles and responsibilities

establishment of formalised procedural rules

absence of conflicts of interest

confidentiality obligations

- **Specific protocols relating to the “General Areas” identified by the PNA and to the Sensitive Processes of Rai S.p.A.:**

Procurement of works, services and supplies (Procurement Process)

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

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

Management of revenues, expenditures and assets (Administration, Finance and Control Process)

- **Protocols associated with the “General Measures” provided for by the PNA and additional public-service-specific protocols (Cross-Functional Protocols):**

protocol on conflicts of interest

protocol governing gifts, gratuities, promotional items and benefits

protocol on disclosure of confidential corporate data, information and documents

protocol on the protection of reporting entities and persons involved in reports

protocol governing relations with Authorities/Bodies and guidance received from external parties concerning the management of Rai S.p.A.'s activities

- **Anomaly indicators⁴³**: where any anomaly indicator listed in the annexes to the Protocols is identified, management shall promptly adopt all appropriate measures aimed at verifying the possible existence of actual corrupt practices and shall report to the competent Contact Person and to the CPM the actions undertaken, or to be undertaken, in order to mitigate the risk and monitor its evolution.

The measures introduced in this PTPC, in addition to being mutually complementary, integrate the existing internal regulatory framework and shall prevail in the event of any inconsistency.

8.2 Cross-functional control principles

Specifically, the PTPC requires the systematic and cross-functional application, across all corporate processes, sensitive activities and organisational areas, of the following control principles:

segregation of duties and responsibilities: in order to ensure independence and objectivity, Rai applies, within its Sensitive Processes, a structure providing for the involvement of multiple individuals and the separation of functions among those responsible for decision-making and authorisation, those responsible for execution and those responsible for performing the relevant controls required by law and internal procedures. This safeguard, taken as a whole, is intended to mitigate managerial discretion within activities and individual processes. Accordingly, an entire Sensitive Process may not be assigned to a single individual;

traceability of processes and activities: each decision-making and authorisation workflow relating to any Sensitive Process must be capable of being reconstructed and verified ex post in its principal phases and activities. More specifically, for every operation and activity relating to a Sensitive Process, adequate supporting evidence must be retained and archived in documentary or electronic form. Where IT systems are used in the performance of Sensitive Activities, such systems must ensure: authorised-access-only functionality,

⁴³ Such anomaly indicators have been defined on the basis of internal and external corporate experience and knowledge and are subject to periodic updates, supplements and refinements in light of operational experience. These indicators do not constitute control measures per se; rather, they serve as alert mechanisms intended to prompt heightened managerial scrutiny over the relevant activities when such indicators arise.

correct attribution of operations to the responsible individuals, full traceability of operations at all stages and proper archiving and retention of generated records;

compliance with process roles and responsibilities: Rai has established a system of organisational provisions, internal authorisation powers, powers of attorney and delegations consistent with assigned organisational and managerial responsibilities. Such system expressly specifies powers, limits and exceptions — including with respect to expenditure approval — for the individuals authorised to legally bind the Company vis-à-vis third parties. This framework defines and limits the authority of persons acting on behalf of the Company and ensures that corporate acts, whether externally or internally relevant, can be traced back to the natural persons who adopted them, thereby facilitating subsequent identification of those responsible for acts through which an offence may have been committed, whether directly or indirectly;

formalisation of process rules: Rai adopts internal regulations governing the performance of Sensitive Activities, which define responsibilities, operating procedures and controls. This principle is intended to ensure that conduct complies with the strategic and managerial guidelines established by the Company;

absence of conflicts of interests: a conflict of interest, regardless of its degree (actual, potential or apparent), arises whenever a person holding an office, assignment or function aimed at pursuing the public and general interest simultaneously holds a related private interest in the same area capable of interfering with or influencing the decision-making process. All individuals involved, in any capacity, in Rai S.p.A.'s processes must act in accordance with the highest standards of ethical conduct, as also required by the Company's Code of Ethics. Accordingly, all such individuals are required to avoid and/or properly manage any situation or activity giving rise to a conflict of interest that could interfere — or appear capable of interfering — with their ability to act in compliance with their duties and responsibilities, in full observance of the principles and provisions of the Code of Ethics, the MOGC, the PTPC and the PTCA;

confidentiality: without prejudice to compliance with transparency principles and with disclosure and publication obligations required by applicable laws and regulations, all employees and all parties having contractual relationships with Rai S.p.A. are required to ensure the level of confidentiality appropriate to the circumstances with respect to any data or information acquired in the course of their functions.

8.3 Protocols and anomaly indicators

8.3.1 Protocols related to the “Assignment of works, services and supplies” area (Procurement Process)

The responsibilities, obligations and operational procedures for the assignment of works, services and supplies are governed by specific corporate provisions and procedures.

These provisions also regulate contracts that are wholly or partially excluded from the Public Procurement Code (Italian Legislative Decree no. 36/2023), among which contracts in the radio and television sector are of particular relevance, as outlined by the Rai Reform Law (Italian Law no. 220/2015), TUSMAV (Italian Legislative Decree no. 208/2021), and the Public Contracts Code itself. Contracts in the radio and television sector (including facilities related to sporting events) are not subject to the rules applicable to contracts in the so-called ordinary sectors.

The requesting corporate Departments/Structures and those in charge of Purchasing ensure constant monitoring of compliance with the protocols and report to the CPM and the relevant actors within SCIGR any potentially anomalous situations, together with the related initiatives adopted, also for the purpose of improving prevention measures.

Each protocol is subject to the following provision: *“Any party who violates the protocol, without suitable justification, shall be subject to a sanction proportional to: (i) the severity of the violation, (ii) the consequences of the violation, (iii) the degree of fault or intent and the recurrence of the violation and (iv) the position held. The same sanction applies to any party who, without proper justification, fails to initiate a disciplinary challenge or impose the corresponding sanction”.*

1. Protocol on requirements management

Objectives: the determination of the subject matter of the assignment must reflect the actual needs of the Company and prevent activities that could advantage specific participants, in compliance with general principles — applied in forms and through methods appropriate to each specific type of contract — of impartiality, transparency, effectiveness, efficiency and internal control, as well as the principles of competition and market openness provided under sector regulations.

Obligation: when determining the subject of a contract to be assigned, the competent functions must adopt criteria that are as objective and pre-established as possible, and in any event linked to the actual needs of the Company, in accordance with the editorial autonomy expressly granted to journalistic Management Departments/Publications.

The requirements of each requesting corporate Department must be formalised through the issue of a Purchase Request (hereinafter PR), except in cases provided for by current corporate regulations.

PRs must be consistent with: i) the actual needs and the required quality level; ii) the timeframes envisaged for consumption or commitment of the services (supplies, services, works), and, in any case, with those provided by internal regulations in relation to the duration of the assignment procedures; iii) the principles of free competition, equal treatment, non-discrimination and transparency, in forms and using methods suitable for each specific type of contract.

In the event of potentially or significantly restrictive conditions relating to social or environmental requirements, the Department in charge of Purchasing must return the relevant technical documentation to the requesting Department, highlighting the reasons for rejection and/or proposing equivalent conditions in functional and performance terms. In exceptional cases where restrictive technical specifications are required, the related Purchase Request must be duly justified by the competent organisational level of the requesting Department and dated and signed.

Requesting Departments must avoid fragmenting requirements through multiple PRs for objectively unitary contractual transactions in terms of subject matter and/or economic operator.

Unless otherwise provided under corporate regulations, no party may provide or disclose documents, data or information relating to the assignment process (and related activities) that could confer an undue advantage, whether direct or indirect, to any participant or other parties.

To prevent direct or indirect advantages to any participant or third party, the individual preparing the technical specifications or equivalent document — where legally or procedurally required — must be formally assigned the task in advance by the hierarchically senior position of the relevant Department/Structure. The Department in charge of Purchasing must be informed of such assignment through the PR. Any exceptions must be duly justified based on a preliminary risk assessment of the relevant area.

2. Protocol on the management of the assignment procedure

Objectives: ensure that the assignment procedures are conducted correctly, that their purpose is achieved and that their results do not facilitate or enable unlawful agreements.

Obligation: assignment procedures must comply with principles of legality, economy, effectiveness, impartiality, equal treatment, transparency, proportionality, publicity⁴⁴, environmental protection, energy efficiency, competition and market openness, in forms and using methods suitable for each type of contract, while respecting confidentiality requirements related to competition.

It is necessary to ensure the traceability and transparency of the activities carried out, as well as the accessibility of data and information, preferably using automated systems; in dealings with economic operators, formal and transparent channels must be preferred, rather than informal communication channels that cannot be reliably monitored.

In the context of carrying out the assignment procedures, monitoring must be conducted for phenomena potentially indicative of unlawful conduct. A reference parameter (illustrative and not exhaustive) applicable to the various forms of supplier selection is represented by the categorisation established in the AGCM resolution of 18 September 2013, which the competent Purchasing Departments must take into serious consideration. It is the duty of the same Departments—particularly with respect to above-threshold tenders—to notify the AGCM of any instances considered indicative of suspected anti-competitive conduct (tender boycotts⁴⁵; sham bids; suspicious subcontracting or Temporary Groupings of Companies (R.T.I.); rotation of bids and market allocation; warning signals regarding tender participation), providing simultaneous notification to the CEO and the CPM.

Checks must be conducted and documented to verify that the general and specific requirements of the successful bidder/subcontractor have been satisfied, in compliance with the law applicable to ordinary sectors and with the specific corporate provisions and procedures for the radio and television sector.

Where the prerequisites exist, also taking into account the nature or amount of the contract to be awarded, the Company shall consider: i) entering into legal protocols and integrity pacts suitable to enhance the supervision of unlawful conduct; ii) including the prepared legal protocols and integrity pacts in the tender documentation and obtaining signature from the contractor awarded the contract; iii) including in notices, calls for tenders or invitations a provision stating that failure to comply with the clauses contained in the legal protocols or integrity pacts (where executed) shall constitute grounds for exclusion from the

⁴⁴ To the extent necessary to protect confidentiality for reasons related to competition.

⁴⁵ The principal indicators of a boycott, aimed at prolonging the contract with the incumbent supplier or allocating the work or supply pro rata among all interested companies, are: 1) no bids submitted; 2) submission of a single bid or an insufficient number of bids to award the contract; 3) submission of bids of the same amount, particularly when the tender rules provide for cancellation or pro rata allocation in such circumstances.

tender or termination of the contract. The implementation measures identify the categories of contractual arrangements that must be subject to legal protocols and the most appropriate clauses (for example, express termination clauses) to be included therein, also in light of guidance from ANAC and other competent public authorities.

The Department in charge of the Purchase monitors over time the exclusion of competitors from tenders due to non-fulfilment of general and special requirements.

3. Protocol on contract management

Objectives: the management of contract performance must be such as to prevent the occurrence of unlawful acts, including those attributable to the contract manager's failure to properly supervise the supplier's compliance with its obligations.

Obligation: the inclusion, in all contracts of Rai S.p.A., of the name of the person responsible for the execution and management of the contract.

The person responsible for contract management must be provided with the contractual documentation necessary to fulfil their monitoring and verification obligations and to ensure that the supply/service provided corresponds to the contractual terms, in order to properly discharge their responsibilities. The person responsible for contract management is obliged to certify the performance of supplies/services within the contractual timeframe, in coordination with the unit utilising the service.

The commencement of performance by the contractor is conditional upon execution of the contract. In exceptional cases, duly justified by the requesting unit, or in circumstances governed by applicable law, commencement of performance is subject to a request for early execution addressed to the contractor by the Department identified in company procedures, signed by the competent organisational level.

Where the conditions are met, the person responsible for contract management, in coordination with the Department in charge of the Purchase, and in accordance with applicable law and limits, shall initiate collaborative mechanisms with ANAC, providing adequate notification to the CEO and the CPM, in the event of the circumstances provided under Article 32, paragraph 1, of Decree Law no. 90 of 2014, or where significant anomalies arise, or in any event indicative of unlawful conduct or occurrences attributable to the contractor awarded the contract.

Legal restrictions on contract variations must not be circumvented and the use of extensions/renewals must comply with the provisions of each contract and applicable law, be duly justified and relate to objective circumstances demonstrating that the service under

the contract to be extended is indispensable, cannot be postponed and must not be interrupted in the interest of the Company's operations.

The contractor is obliged to indicate the companies directly and indirectly involved in performing the work, including subcontractors, and any subsequent changes thereto for any reason. Total subcontracting is prohibited.

Contracts, including co-production contracts, must include provisions regarding the traceability of financial flows, including obligations for subcontractors and parties in the relevant supply chain. It is prohibited to indicate or suggest the names of subcontractors to contractors.

It is prohibited to enter into novation agreements regarding claims of contractors selected through public tenders where such agreements substantially alter the contractual framework established by award, acting as if under a different title from the contract award.

With respect to contracts awarded through public tenders, for the purposes set forth above, the Department in charge, in agreement with the requesting departments, shall notify the CPM and the competent SCIGR actors of the reasons why an amicable settlement or transaction should be pursued, and in particular, the circumstances that advise against initiating judicial proceedings.

8.3.2 Anomaly indicators for the “Assignment of works, services and supplies” area (*Procurement Process*)

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

A) Resources planning

1. Insufficient or delayed definition of requirements;
2. Frequent and unjustified recourse to non-fungible products/services, or those with restrictive performance/functional requirements and/or technical specifications tailored to a specific supplier/product.

B) Design and draft of specifications

1. Insufficient description of the requirement;
2. Conduct inconsistent with the proper execution of the design phase of the awarding procedure (e.g., disclosure of confidential information, undue and/or unrecorded participation in the preparation of the specifications);

3. Challenges to tender notices by excluded competitors due to the definition of unlawful and discriminatory exclusion requirements or, more generally, anomalous requirements and/or technical specifications that may advantage a specific competitor.

C) Preparation of the Purchase Request (PR)

1. Systematic and unjustified issuance of PRs, lacking express justification, under conditions of urgency or close to the commencement of the service;
2. Systematic issuance of urgent PRs for services that are to be performed at a substantially later date (not urgent) and, therefore, subject to prior planning;
3. Frequent use of multiple individual assignments of the same nature where such assignments could objectively be planned, also on the basis of historical data.

D) Awarding procedure

1. Low turnover of buyers, where the identification of the supplier is entrusted to the same for a given product category;
2. High percentage of waivers to submit offers and/or receipt of fewer than three offers in a tender procedure without justified reasons;
3. Tender discount values anomalously similar, e.g., minimal or closely aligned (potential collusion);
4. Excessive number of excluded offers in a single procedure;
5. Presence of anomalous financial offers (excessively high or low compared to other offers received and/or to the expected economic value in relation to the tender specifications);
6. Circumvention of legal restrictions on the conclusion of contractual variations through the execution of new contracts awarded by direct negotiation to the original contractor, linked to the original tender.

E) Management of the contract execution phase

1. Presentation/acceptance of invoices lacking sufficient specification of the services/supplies provided;
2. Payments made to parties different from, or not corresponding with, the supplier's records and/or to a location different from that where the service was provided or from the supplier's registered office;
3. Use of non-traceable payment instruments;

4. Absence of challenges and failure to apply penalties where applicable;
5. Presence of documents without dates and/or signatures;
6. Presence of documents signed by only one of the contracting parties;
7. Frequent payment of penalties (to suppliers or the Company) due to unilateral termination;
8. Absence of documentation evidencing the services/supplies received and lack of traceability of checks performed;
9. Excessive and inadequately justified delays in issuing inspections/approvals for payment;
10. Advance testing of the performance not foreseen/plausibly justified.

8.3.3 Protocols relating to the “Personnel recruitment and career progression” area (Organisational Development Management and Human Resources Process)

The competent corporate Departments/Structures ensure constant monitoring of compliance with the protocols and report to the CPM and to the competent actors of the SCIGR any situations of potential anomaly, together with any related initiatives undertaken to improve preventive measures.

Each protocol is subject to the following provision: *Any party who violates the protocol, without suitable justification, shall be subject to a sanction proportional to: (i) the severity of the violation, (ii) the consequences of the violation, (iii) the degree of fault or intent and the recurrence of the violation and (iv) the position held. The same sanction applies to any party who, without proper justification, fails to initiate a disciplinary challenge or impose the corresponding sanction".*

1. Protocol on personnel recruitment⁴⁶

Objectives: to prevent the initiation, management, or completion of recruitment, selection, and evaluation procedures, including internal personnel, from being used to pursue corruptive agreements or, more generally, conduct falling within offences against the

⁴⁶ Starting with the 2017–2019 update, the PTPC incorporated the recommendations contained in ANAC Resolution no. 961 of 14 September 2016 regarding criteria for personnel recruitment and, in subsequent updates, continued to refine them, balancing the applicable legal framework with the Company's management autonomy.

Public Administration (in such procedures, there exists a concrete risk that hiring personnel lacking the necessary requirements may constitute consideration under a corruptive agreement).

Obligation: recruitment must occur solely on the basis of objective, justified and documented needs of the Company.

The recruitment process must be conducted in compliance with the principles of transparency, publicity, impartiality and merit recognition, through the use of instruments that ensure effectiveness, efficiency, documentation and consistency.

The responsibilities, activities to be performed and documentary evidence deemed necessary to ensure that the stages of internal and external assessment and the corresponding outcome are traceable and justified are indicated below.

In recruitment procedures and in order to limit the discretionary power of the parties involved, candidate selection and evaluation criteria must be: identified in advance, adequately documented, specific and objective, linked to the Company's actual needs, and consistent with the requirements of the position to be filled.

Before initiating external recruitment, a preliminary assessment of available internal resources—qualitatively and quantitatively adequate to fill the position—must be conducted. Evaluation parameters for suitability to fill the position, based on objective and proportionate criteria, must be defined before subsequent stages are undertaken.

The preliminary assessment for external recruitment shall be carried out through job posting: the job posting⁴⁷ must be concluded with documentary evidence of the reasons, including comparative analysis, for the selection of the internal resource or the reasons for unavailability of internal resources or their availability being insufficient to meet requirements or the inadequacy of internal candidates submitted.

If the internal personnel assessment proves unsuccessful, under the justified and documented terms described above, external recruitment may proceed.

External recruitment must ensure: i) the adoption of predetermined and objective assessment criteria to allow verification of candidates' actual skills; ii) a sufficient number of candidates, considering the role and required professional specialization, ensuring a reasonable balance between maximum participation and selectivity; iii) absence of conflicts of interest between those conducting the selection or part of it and the

⁴⁷ Without prejudice to the exclusion cases provided for below in this protocol and without prejudice to other cases of internal resource assessment through CV screening, reference and skills verification or methods governed by specific provisions published in the "Legislation" section of the corporate intranet portal.

candidate; iv) compliance with the principle of segregation of operational responsibilities between the function conducting the selection and the function preparing the employment contract; v) documentary evidence of actual participation of the corporate units involved, relative to their areas of competence.

The justification for the selection decision must be adequate and documented to demonstrate the close correlation between the expressed need and the professional qualifications of the selected resource, especially in the case of a single candidate.

Adequate contractual templates are defined, which the relevant corporate units shall follow in preparing employment contracts, including a specific clause committing the employee to acknowledge and comply with the Company's Code of Ethics, the Organisation, Management and Control Model (MOGC), and the PTPC.

Recruitment procedures must explicitly include any prohibitive conditions for employment.

Candidate qualifications must be objectively and verifiably certified; at the time of hiring, candidates must formally declare the absence of actual or potential conflicts of interest or incompatibilities⁴⁸.

Structural and numerically significant personnel needs (e.g., more than 5 units), linked to the Company's development dynamics or to the maintenance of service levels and referring to non-executive professional profiles, shall be met, subject to prior internal assessment (which may also be conducted without recourse to job posting), through public external selections governed by the dedicated company procedure, and subject to authorisation by the Company's highest organisational level. The same procedure applies to professional profiles that, due to their specific tasks, are not available in other corporate divisions or Group companies.

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

- a) exceptional cases, adequately justified and subsequently authorised by the competent organisational level, such as holders of positions involving professional trust at the highest level of editorial and management responsibility (e.g., direct reports to the Chairperson, CEO, and all Heads of Departments);
- b) workers whose recruitment and/or hiring methods are governed by valid collective bargaining agreements, as well as workers already engaged within the Group prior to

⁴⁸ See: cases provided under Italian Legislative Decree no. 39/2013, as amended and Italian Legislative Decree no. 165/2001, as amended.

the initial approval⁴⁹ of the document “Criteria and procedures for personnel recruitment and the assignment of collaboration tasks”;

- c) recruitment plans for workers registered in targeted placement lists pursuant to Italian Law no. 68/1999, as amended. In such cases, recruitment may be regulated by specific agreements. Candidates applying spontaneously, by registering in the Corporate Database, or through the competent offices under Italian Law 68/1999, where pre-selection is requested pursuant to Article 7, paragraph 1 of the same law;
- d) exceptional and/or objectively urgent cases, connected to the fulfilment of the Public Service mission, the continuity of the schedule and/or information, resulting from unplanned events, adequately justified and subsequently authorised by the competent organisational level.

Company provisions regulating responsibilities, obligations and operational procedures for personnel recruitment and selection, including cases of exclusion, are based on the principles of transparency, publicity, impartiality and merit recognition, and are applied systematically and uniformly.

2. Personnel progression protocol

Objectives: to prevent the initiation, management or conclusion of personnel assessment and career progression procedures from being directed towards corruptive agreements, and more generally, to corporate mala gestio.

Personnel career progression means the process of recognising and enhancing the skills acquired, the performance delivered and the role held by the employee, through a clear and documented path, in relation to the duties performed and the results and objectives achieved.

Obligation: to adopt a personnel assessment and career progression system, in compliance with the principles of transparency, impartiality and merit recognition, which values and rewards the role held within the Company, as well as individual and team professional capabilities, from a selective perspective.

To identify potential beneficiaries of management measures, in compliance with the principles of segregation and absence of conflicts of interest, a formal and motivated proposal from the hierarchical line of the concerned resource is required, to be evaluated by the competent Human Resources and Organisation Department, or its delegates,

⁴⁹ Resolution of the General Manager no. 92 of 1 June 2016, “Definition of criteria and procedures for personnel recruitment and for the assignment of tasks to external collaborators”.

through the use of tools that ensure effectiveness, efficiency, traceability, and accountability.

Company provisions regulating responsibilities, obligations, and operational procedures for personnel assessment and career progression, including cases of exclusion, are based on the principles of transparency, publicity, impartiality, and merit recognition, and are applied systematically and uniformly.

3. Personnel rotation protocol

Objectives: the principle of rotation of executives and officers in sectors particularly exposed to the risk of corruption aims to discourage the establishment of "privileged" positions in the direct management of certain activities, preventing the same officers from personally handling the same activities over extended periods or consistently interacting with the same parties. In any event, rotations must not compromise professional expertise, service quality, or continuity, in compliance with applicable labour law provisions.

Obligation: the Company identifies organisational positions considered significantly exposed to corruption risks and prepares rotation plans compatible with the overriding need to ensure the proper conduct of management activities and the maintenance of an adequate service level over time.

Company provisions regulating responsibilities, obligations, and operational procedures for personnel rotation are based on the principles of transparency, publicity, impartiality, proportionality, and recognition of professionalism, and are applied systematically and uniformly.

4. Protocol on non-transferability, incompatibility or other impediments (e.g. pantouflage)

Objectives: to prevent the hiring or awarding of assignments to employees and collaborators or their inclusion in selection and award committees, where they have engaged in improper conduct, such as in the case of a criminal conviction, or are subject to non-transferability, incompatibility, conflict of interest, or other impediments that may compromise trust in the impartiality of the process.

Obligation: in hiring procedures and in the awarding of responsibilities, including executive roles, the causes of incompatibility, non-transferability (e.g., offences against the P.A.),

conflicts of interest, or other impediments (e.g., pantouflage⁵⁰) must be expressly identified, along with the checks required to verify compliance, specifying roles and responsibilities.

Interested parties shall make a formal declaration confirming the absence of incompatibility, non-transferability or other impediments at the time of hiring, assignment or inclusion in selection and award committees, even if these circumstances arise during the course of the employment relationship.

Company provisions regulating responsibilities, obligations and operational procedures concerning non-transferability, incompatibility, or other impediments (e.g., pantouflage) are applied systematically and uniformly.

5. Protocol on the award of assignments to external consultants

Objectives: to prevent the awarding of assignments to external consultants from facilitating 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: assignments to external consultants must be awarded solely on the basis of objective, justified and documented needs of the Company.

Collaborative assignments are defined as services performed under self-employment contracts, including temporary work and coordinated and continuous collaborations.

For professional assignments (including, without limitation, legal and tax advice, medical assistance, engineers, architects and experts)⁵¹, reference is made to lists of professionals compiled and managed by the relevant Departments according to specialisation and experience, and to specific procedures addressing the peculiarities of the sector or as set out in protocols included in this plan.

For collaborative assignments, the responsible Department proposing the award must conduct a preliminary assessment of internal professional resources, where available, using internal recognition tools. If, following a traceable and justified assessment process, the required professional resources are absent, insufficient, or inadequate to achieve the objective, the process to identify suitable resources in the external market may proceed.

⁵⁰ Pantouflage: to ensure compliance with Article 53, paragraph 16-ter, of Italian Legislative Decree no. 165 of 2001 and to prevent the hiring of employees who, within the last three years of service, exercised authoritative or negotiating powers on behalf of public administrations vis-à-vis the Company, it is necessary to ensure that: a) all forms of personnel selection expressly include the "pantouflage" condition; b) the persons concerned make a declaration confirming the absence of such impediment; c) specific supervisory activities are carried out, according to internally defined criteria, possibly also through procedures defined on reports from internal or external parties. (See Resolution no. 493 of 25/09/2024)

⁵¹ In any case, all persons exercising regulated professions or governed by Articles 2222 et seq. of the Italian Civil Code are included.

The requesting Department, in proposing a candidate for the assignment, must adequately justify the choice based on pre-established criteria, with reference to the individual's skills, professionalism, and experience in the relevant field or subject matter.

In selecting candidates, requesting Departments must follow rotation criteria and avoid awarding the same person multiple functionally connected (tying) or objectively unitary assignments.

Assignments may not be used to fulfil constant or permanent Company needs that could be addressed with employees; the duration, purpose, and compensation of each assignment must also be established, taking into account the assignment characteristics, market values, and company standards for comparable services.

Adequate contractual formats must be defined, to be used by the relevant business units, including a clause requiring commitment to comply with the Code of Ethics, the Organisation, Management and Control (MOGC), and the Company PTPC.

In assignment procedures, any conditions preventing the award must be expressly included.

Contract renewal is treated as a new contract.

Without prejudice to the need for adequate justification and subsequent authorisation by the competent organisational level, exceptions to the criteria in award procedures, even partially, include:

- i. editorial, authorial and artistic professional profiles necessary for the provision of audiovisual and radio services, including those with exclusive rights or unique characteristics;
- ii. exceptional and/or objectively urgent cases related to fulfilling the Public Service mission, continuity of programming, or information, caused by unforeseen external events;
- iii. exceptional cases involving a close relationship of trust and/or confidentiality with Top Management and requiring high technical-specialist skills, allowing Rai to maintain or enhance its market position and competitive level.

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

8.3.4 Anomaly indicators of the “Personnel recruitment and career progression” area (*Organisational Development Management and Human Resources Process*)

The anomaly indicators associated with each stage of the “Personnel recruitment and career progression” area are illustrated below.

A) Personnel recruitment

1. Selection of personnel appearing not to meet the requirements and/or lacking the professional skills requested or necessary;
2. Refusal and/or reluctance to declare absence of conflicts of interest and/or causes of non-transferability or incompatibility.

B) Career progression, award of bonuses and incentives, indemnities and payroll adjustments

1. Career advancements and/or award of bonuses and incentives in the absence of formalised performance appraisals;
2. Award of bonuses exceeding the category average and not adequately justified;
3. Award of bonuses, incentives, or career advancements to personnel subject to serious disciplinary proceedings and/or involved in legal proceedings in which the Company is a party;
4. Granting of indemnities not justified by service needs;
5. Failure to formalise salary increases and bonuses.

C) Award of collaborative assignments

1. Award of assignments to unqualified professionals and/or lacking the necessary experience in the scope of the assignment;
2. Frequent awards of assignments without competitive selection;
3. Frequent or long-duration contracts with former employees;
4. Award of assignments with generic service descriptions;
5. Reimbursement of expenses not provided for in the contract;
6. Unusually high or seemingly excessive and unreasonable payments relative to the services provided;

7. Award of assignments even where adequate internal resources are available.

D) Application of the disciplinary system

1. Failure to apply and/or unjustified application of the disciplinary system in cases of confirmed violations;
2. Failure to verify and/or unjustified verification of reported breaches.

E) Management of business travel and expenses

1. Reimbursement of business travel expenses with incomplete or missing supporting documentation.

F) Entertainment expenses

1. Reimbursement of entertainment expenses to unauthorised parties;
2. Reimbursement of entertainment expenses with generic justification regarding purpose and recipients;
3. High concentration of entertainment expenses in a single organisational unit relative to the company average.

G) Social security inspections

1. Missing or incomplete inspection reports by external parties assigned;
2. Expenses incurred by units overseeing inspections, which are undocumented and/or cannot be documented.

H) Receipt of gifts from Third parties

1. Receipt of gifts not declared by employees;
2. Recording of gifts with evident undervaluation.

I) Out-of-court agreements

1. Execution of out-of-court agreements inconsistent with internal assessments of the likelihood of losing the case;
2. Execution of out-of-court agreements in response to generic claims.

L) Cross-process indicators

1. Significant changes in an employee's lifestyle;
2. Contingent economic or financial difficulties of an employee;

3. Limited use of leave and permits;
4. Irregularities in attendance management (e.g., misuse of badges, inconsistent requests/statements);
5. Engagement in activities or assignments outside the employment duties without 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/Units ensure constant monitoring of compliance with the protocols and report to the CPM and to the relevant SCIGR actors any potential anomalies, together with any related initiatives undertaken also with a view to improving prevention measures.

Each protocol is subject to the following provision: *Any party who violates the protocol, without suitable justification, shall be subject to a sanction proportional to: (i) the severity of the violation, (ii) the consequences of the violation, (iii) the degree of fault or intent and the recurrence of the violation and (iv) the position held. The same sanction applies to any party who, without proper justification, fails to initiate a disciplinary challenge or impose the corresponding sanction*".

1. Protocol on relations with Bodies/Authorities with criminal jurisdiction or judicial/inspection powers

Objectives: to ensure the correctness, transparency and traceability of relations with Bodies/Authorities with criminal jurisdiction or judicial/inspection powers (hereinafter "Bodies"), reserving, as far as permitted, the management/ownership of such relations to the competent units, also through a uniform regulation of conduct to be adopted during visits to company premises by representatives of the Bodies. This is also aimed at clearly identifying roles and responsibilities and regulating the procedures for the involvement of the competent corporate units, taking into account the provisions of the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001.

Obligation: Rai S.p.A.'s Legal and Corporate Affairs Department exclusively coordinates and manages relations with the Bodies, including requests for information and/or document production, except where the Bodies identify a different interlocutor, without prejudice to the autonomy and responsibility of individual Group companies.

Employees and collaborators involved in civil, criminal, administrative, or accounting proceedings⁵² relating to events occurring during employment and directly connected to the performance of their assigned activities and tasks must immediately notify Rai S.p.A.'s

⁵² In relation to Article 2.1 of the "Regulation on civil, criminal, administrative, accounting liability and legal fees for civil, criminal, administrative, and accounting proceedings of Rai employees and collaborators" (DG/2015/0012697/P of 3 August 2015), the term "proceeding" is understood as "judicial proceeding".

Legal and Corporate Affairs Department, in accordance with the deadlines and procedures established by the current internal regulations⁵³.

The Legal and Corporate Affairs Department expressly requires employees and collaborators to provide truthful and complete statements in response to requests from the Bodies.

2. Protocol on External Legal Counsel assignments

Objectives: to establish a regulatory framework and operational procedures for the assignment of Legal Counsel and Legal Services within the Legal and Corporate Affairs Department, balancing traceability, transparency, impartiality, and legal compliance with confidentiality, efficiency, and professionalism. Information flows are to be provided to enable effective control by the corporate oversight bodies, in particular the CPM and the SB, for their respective areas of competence⁵⁴.

Obligation: the award of Legal Counsel and Legal Services assignments to contracted and non-contracted External Legal Counsel, considering the nature, complexity, and specificity of the assignment, is permitted only after verifying the absence or internal unavailability of the required skills and experience. Specifically, for Legal Counsel assignments, the Legal and Corporate Affairs Department uses contracted External Legal Counsel, ensuring adequate rotation according to the efficiency criterion. The list of contracted External Legal Counsel is updated every three years through an external selection procedure published publicly. Where specific expertise is required and not available among contracted External Legal Counsel, the assignment may be given to non-contracted External Legal Counsel, ensuring traceability of the selection based on the following criteria: (i) level of specialisation relevant to the subject matter; (ii) efficiency and availability in performing the assignment; (iii) reputation; (iv) knowledge and understanding of internal company processes; (v) sequentiality relative to previous assignments (e.g., multiple levels of judgment); (vi) complementarity or similarity to other assignments in the same subject area.

External Legal Counsel must not have convictions or preventive measures for offences against the Public Administration or other offences affecting professional integrity and/or

⁵³ "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).

⁵⁴ 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).

creating situations of incompatibility or conflict of interest, verified also via self-certification at the time of appointment.

Fees for contracted External Legal Counsel are established in the Agreements. For non-contracted External Legal Counsel, fees are agreed in advance, taking into account ministerial parameters, with exceptions allowed for the complexity or importance of the assignment.

The lists of External Legal Counsel, periodically updated, are transmitted by the Legal and Corporate Affairs Department to the CPM and the SB in accordance with the relevant Policy⁵⁵.

Regarding Legal Services assignments, these are awarded according to applicable law: direct award, negotiated procedure (consulting at least five professionals where available), or ordinary procedures.

Fees are settled through predetermined and traceable procedures.

Where judicial or extrajudicial activities require the appointment of a Technical Expert, the relevant Technical Department is consulted. Assignment and fee settlement follow procedures analogous to those established for Legal Services, as far as compatible.

Specific information flows are established to ensure effective control by the corporate oversight bodies, particularly the CPM and SB, with a view to continuous improvement of prevention measures.

Reference is made in any case to the detailed provisions contained in the relevant Policy and Procedure.

8.3.6 Anomaly indicators for the “Legal and Corporate Affairs” area (within the *Compliance and Risk Management Process*)

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

A) Management of relations with Bodies/Authorities with criminal jurisdiction or investigation/inspection powers

⁵⁵ See the Policy “Legal Advocacy and Legal Services Contracts” (AD/2021/0008068/P/C dated 23 March 2021) paragraph 6 *Metrics and control tools*.

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

B) Management of disputes and entering into settlement agreements

1. Entering into settlement agreements with financial terms differing from the opinions of External Legal Counsel and/or internal evaluations on the likelihood of losing the case;
2. Repeatedly entering into settlement agreements with the same counterparties.

C) Selection of External Legal Counsel and award of assignments

1. Awarding assignments to non-contracted External Legal Counsel who are unqualified and/or lack the necessary experience required by the nature of the assignment;
2. Awarding assignments to former employees;
3. Awarding Legal Services assignments with a generic description of activities not adequately specifying the object of the assignment;
4. Recognising reimbursements of expenses not provided for in the agreements with non-contracted External Legal Counsel or in the relevant Agreement;
5. Failure to document the awarding of the assignment;
6. Awarding assignments to External Legal Counsel without prior verification of the availability of internal resources, as required by the Policy and Procedure;
7. Awarding assignments to External Legal Counsel without obtaining a self-certification regarding conflicts of interest.

8.3.7 Protocols related to 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 ensure constant monitoring of compliance with the protocols and report to the CPM and to the competent actors of the SCIGR any potential anomalies, together with any related initiatives taken to improve prevention measures.

Each protocol is subject to the following provision: *Any party who violates the protocol, without suitable justification, shall be subject to a sanction proportional to: (i) the severity of the violation, (ii) the consequences of the violation, (iii) the degree of fault or intent and the recurrence of the violation and (iv) the position held. The same sanction applies to any party who, without proper justification, fails to initiate a disciplinary challenge or impose the corresponding sanction".*

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

Objectives: applicable laws and regulations on economic-financial reporting and financial statements require the preparation of detailed accounting records, complete with all business transactions, adequately reflected in the relevant books and records of the Company. The accounts of Rai S.p.A. must comply with applicable accounting standards and fully and transparently reflect the underlying facts of each transaction. All costs and revenues, the related disbursements and proceeds, and spending commitments must be promptly recorded in the economic-financial information in a complete and accurate manner and supported by appropriate documentation, issued in compliance with applicable laws and internal control system provisions. All accounting records, economic-financial disclosures, and supporting documentation must be made available to internal and/or external control bodies entitled to access them.

Regarding Asset Management, which for Rai S.p.A., given the materiality of the amounts involved, includes both tangible fixed assets (technical production equipment, IT assets, real estate management, etc.) and intangible assets (primarily acquisition/production of radio and TV programmes, management of the related rights, etc.), the Company adopts procedural and IT systems designed to ensure, during all stages of acquisition and subsequent management of each asset—whether tangible or intangible—throughout its

useful life and until final disposal, the adequate segregation of duties among the various corporate units responsible for management.

Obligation: Rai S.p.A. implements an internal control system operating at different organisational levels to provide reasonable assurance that any accounting entries or transactions that are inaccurate due to error or fraud and significant in terms of impact on the annual financial statements or interim economic-financial disclosures are promptly identified.

Such controls typically include, among others: accounting record checks, verification of proxy/delegation systems and system access authorisations, reconciliation between internal and external information, consistency checks, etc. Specific controls cover both operational execution and process design aspects.

Rai S.p.A. ensures adequate and sufficient accounting and process controls to guarantee that:

- transactions are executed only upon the necessary authorisations;
- transactions are correctly recorded to enable the preparation of financial statements in accordance with applicable accounting standards and to ensure proper accounting records are maintained.

8.3.8 Anomaly indicators for the “Management of income, expenses and assets” area (*Administration, Finance and Control Process*)

The anomaly indicators associated with 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 competent supervisory authorities – ECB, Bank of Italy – for operations in Italy (outside Italy for correspondence offices);
2. Lack of reconciliation between interest/fees received and those contractually agreed;
3. Frequent debt restructurings or renegotiations;
4. Obtaining or maintaining facilitated financial contributions in the absence or insufficiency of required reporting and reconciliations.

B) Financial Transactions: Management of payments

1. Payment of invoices in advance of the contractually established terms;
2. Payment of invoices without complete or proper certification of the goods/services provided;
3. High frequency of payments made outside normal office hours or on public holidays;
4. Recurring payments to suppliers for identical amounts;
5. Presence of inactive or unused current accounts;
6. Excessive number of current accounts held with banks;
7. Ownership of accounts with foreign banks without evident justification;
8. Financial transactions with counterparties of doubtful reputation or with companies no longer operating on the market;
9. Delays and/or failure to prepare bank reconciliations.

C) Acquisition and maintenance of creditworthiness (credit rating)

1. Exchange of information with rating agencies by parties not authorised in advance;
2. Entertainment or hospitality expenses incurred by units overseeing relations with rating agencies, which are undocumented or cannot be documented;

3. Requests or provision of gifts or other benefits by units overseeing relations with rating agencies to parties belonging to such agencies or indicated by them.

D) Active and passive guarantees

1. Issuance of guarantees on non-market terms;
2. Lack or insufficient traceability of checks on the consistency and admissibility of submitted active guarantees.

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

1. Failure to manage collection of non-performing loans;
2. Unauthorised write-downs or granting of repayment plans;
3. Failure to suspend delivery of goods or services to customers with insolvent positions;
4. Unauthorised modifications of payment terms recorded in customer accounts.

F) Management of customer and supplier accounts (invoicing and release of payments)

1. Presence in customer/supplier records of fictitious parties and/or incorrect data;
2. Recording of invoices that cannot be accounted for;
3. Release of payments for invoices without proper authorisation;
4. Unjustified discounts or credit notes;
5. High level of accounting adjustments.

8.3.9 Protocols related to the “Assignments and appointments” area

The General risk area “Assignments and Appointments” envisaged by the PNA has been addressed, in a transversal manner, within the specific protocols of the General Areas “Personnel acquisition and progression” (Sensitive Process “Organisational Development Management and Human Resources”) and “Legal and Corporate Affairs” (linked to the Sensitive Process “Compliance and Risk Management”).

8.3.10 Protocols associated with the General Measures provided for by the PNA and additional public-service-specific protocols (Cross-Functional Protocols):

The so-called “cross-functional” risk prevention measures derive from law or from other legislative or regulatory sources (e.g., PNA or internal Policies) and are characterised by their impact on the overall corruption prevention system, applying to all processes, sensitive activities, and company areas. The competent corporate Departments/Structures ensure constant monitoring of compliance with these protocols and report to the CPM and to the relevant actors of the SCIGR any potential anomalies, together with related initiatives undertaken to improve prevention measures.

Each protocol is subject to the following provision: *Any party who violates the protocol, without suitable justification, shall be subject to a sanction proportional to: (i) the severity of the violation, (ii) the consequences of the violation, (iii) the degree of fault or intent and the recurrence of the violation and (iv) the position held. The same sanction applies to any party who, without proper justification, fails to initiate a disciplinary challenge or impose the corresponding sanction”.*

1. Protocol on conflicts of interest

Objectives: to minimise the risk that secondary interests of employees, collaborators, suppliers, or any other parties involved in Rai S.p.A. processes interfere, or potentially interfere, with the Company’s primary interest, thereby reducing its achievement and/or the ability of employees, collaborators, or suppliers to act in compliance with their duties and responsibilities.

Obligation: all addressees of the PTPC are required to comply with the specific provisions in this regard. Any person who may potentially be in a conflict of interest situation must promptly report it and abstain from participating in decision-making processes or activities that could involve, alternatively: i) their own interests; ii) the interests of their spouse,

cohabitant, or relatives up to the second degree; iii) the interests of persons with whom they have regular personal relations. Abstention is also required in any case where serious reasons of convenience exist. Specifically, members of personnel selection, evaluation, or awarding committees must abstain from voting and, where necessary, leave the meeting if their mere presence could influence the free decision-making of other members. The obligation to abstain also applies to persons responsible for inspecting or assessing the performance of collaborators or external suppliers.

Conflicts may relate to any type of interest, including non-financial interests such as political, trade union, or hierarchical pressures. All potential conflicts must be managed, regulated, and neutralised, remaining at a "potential" status until resolved. Addressees of the PTPC must immediately report any conflict in writing to their hierarchical superior or the competent company body. With support from the relevant corporate structures, the effective existence of the conflict will be assessed, and the CEO, direct reports of Top Management, and, for Managers, as well as the CPM, will be informed of the measures taken to eliminate its effects.

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

Objective: to minimise the risk that the 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 advantage may constitute a vehicle for corruption or may otherwise compromise the integrity and/or reputation of the Company. Such acts, as assessed by a neutral observer, could be interpreted as aimed at creating an obligation of gratitude or at acquiring or causing the acquisition of improper advantages, thereby undermining the independence of the person involved and, consequently, the Public Service.

Obligation: employees are required to align their conduct with 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 advantage established by internal provisions; ii) register any gift or benefit received in the appropriate

company register⁵⁶, even in the event of refusal; iii) inform their direct superior of any gift or economic advantage offered or received and refused if its actual or estimated value exceeds (or is likely to exceed) the established limits.

In particular, only the following may be accepted:

- small gifts or acts of courtesy of modest value (in any case below 150 euros) and which can reasonably be considered customary for the occasion;
- academic or honorary recognitions (e.g., honorary degrees, awards organised by Bodies/Institutions), excluding any associated pecuniary benefits, whether immediate or future.

b) Concession to third parties

The Company's activities may include the use of free gifts and/or gadgets for purposes related to the normal management of courtesy relationships and/or the promotion of the Company and its brands, products, and/or services.

Employees are prohibited from using free gifts, gifts, or institutional gadgets for personal purposes or for purposes unrelated to Company activities.

Requests for gifts or gadgets must be traceable⁵⁷ and, if their 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 comparable to that of free gifts are assimilated to gifts⁵⁸.

The traceability of the flows of goods entering and leaving the warehouse must be ensured through a regularly updated inventory.

⁵⁶ A function is available on the company intranet portal for reporting gifts offered, even if refused. This function must also be used to report the conferral of non-pecuniary awards, even when not directly related to work activities.

⁵⁷ For the purposes of traceability and transparency, a dedicated Register has been established and is maintained by the Communication Department.

⁵⁸ This includes, by way of example, access tickets to certain RAI productions.

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

Objectives: without prejudice to the applicable legislative provisions on transparency, to reduce the risk of improper external access to confidential/reserved company data, information, and documents.

Obligation: directors, top management, employees, and collaborators of the Company are required to disclose confidential/reserved company data⁵⁹, information, and documents externally only if: i) they belong to categories of information that may be disclosed by law; ii) they are transmitted by the specific company departments officially responsible for such communications; iii) in the case of transmission to public authorities, they are sent to the body authorised to receive such information; iv) they are transmitted in accordance with procedures established by law or by the company procedural framework, using methods that allow the traceability of the transmission (within the limits and according to the procedures established by applicable legislation), including the contents and recipients.

4. Protocol on the protection of reporting entities and persons involved in reports

Objectives: to raise awareness and ensure the protection of reporting entities, whose role is of public interest because it contributes to the identification and prevention of risks and situations potentially harmful to the Company, as well as to guarantee the confidentiality of individuals involved in reports, in compliance with regulatory and corporate provisions.

Obligation: To facilitate the receipt and proper management of reports and to ensure the protection and confidentiality of the reporting entity, specific communication channels must be used within the Reports and Whistleblowing Management.

All Rai employees who receive a report and/or are involved in any capacity in the investigation, processing, or management of such reports are required to guarantee maximum confidentiality regarding the facts reported and to ensure the anonymity of the reporting entity and any persons involved, including the content of the report, thereby protecting their identity and reputation.

Adequate protection is also guaranteed against reports made in bad faith (e.g., slanderous or defamatory), including sanctions against the relevant conduct and any other case of improper use or intentional misuse of the whistleblowing system.

⁵⁹ This also includes information regarding the status of the decision-making process in relation to Company files or cases.

The whistleblowing process is monitored over time and is subject to periodic reporting to Top Management and to the Control/Supervisory Bodies of Rai S.p.A.

Company provisions regulating responsibilities, obligations, and operational procedures are designed in accordance with the Protocol and are applied systematically and uniformly.

5. Protocol on relations with Authorities/Bodies and guidance from external parties regarding Rai S.p.A.'s activities

Objectives: to minimise the potential risk of receiving indications or prescriptions that are not permitted, in the context of carrying out the Company's activities and fulfilling its mission.

Obligation: within the framework of the current legislation on public radio and television service management, and in compliance with laws relating to the supervision and guidance of Rai S.p.A., as well as sector-specific legislation relevant to Rai S.p.A.'s activities, directors, top management, employees, and collaborators are required to implement external guidance only if: i) it falls within the prerogatives of the issuing party; ii) it originates from a body authorised to issue such guidance; iii) it is formalised (within the limits and according to the procedures established by applicable legislation); iv) it can be traced within the Company (within the limits and according to the procedures established by applicable legislation).

Chapter 9 - PTPC Implementation process: supporting measures

9.1 Training

Rai S.p.A. organises training and informational initiatives for Top Management Bodies (BoD and Chief Executive Officer), for Control/Supervisory Bodies, and for all employees on topics relating to the prevention and repression of corruption, lawfulness, ethics, criminal provisions concerning offences against the Public Administration, and any other subjects deemed necessary or useful for the preventive purposes of countering corruption.

The training initiatives aim to ensure knowledge of the present PTPC and to raise awareness among participants regarding maladministration, as well as the preventive and precautionary measures adopted to mitigate it. The training plan further provides appropriate support to ensure the accountability of all stakeholders in relation to corruption prevention and compliance with the Protocols and control principles.

Without prejudice to the obligation of all employees to be familiar with the PTPC, the CPM, in coordination with the Human Resources and Organisation Department, identifies personnel to be included in specific training paths, taking into account each individual's role and the areas exposed to higher corruption risk.

The training programme is structured as follows: i) full or refresher training modules for employees, delivered via e-learning and/or web conferences through the corporate platform, to include personnel working across different locations⁶⁰; ii) web conference sessions primarily aimed at newly hired personnel.

Training modules may also be provided on an "ad hoc" basis outside the standard programme, in response to identified gaps or the need for the CPM to reinforce oversight in specific areas. Attendance is mandatory, and participation of each recipient is traceable.

Updated training materials are always available in the dedicated section of the company intranet.

The Human Resources and Organisation Department ensures the preservation and filing of all related documentation and periodically prepares a summary report for the CPM.

In cases of non-attendance not attributable to force majeure (documented with formal evidence), the Human Resources and Organisation Department may initiate disciplinary

⁶⁰ Special classroom-based modules are organised for employees unable to attend e-learning sessions.

proceedings for non-compliance with obligations of diligence, correctness, and good faith under the employment relationship, as well as with the training obligations set forth by Italian Law 190/12, the Company's disciplinary regulations, and the Code of Ethics.

9.2 Information flows to and from the CPM

To foster the engagement of all relevant parties and strengthen awareness and commitment, the sharing of information relevant to the anti-corruption strategy within Rai S.p.A. is considered essential. A system has been established to ensure information flows to and from the CPM, with the aim of preventing corruptive phenomena and improving the PTPC.

The main objectives of information flows are: i) to collect information useful for identifying any "anomalous phenomena" within the relevant process; ii) to analyse the underlying causes in order to support the CPM in identifying possible solutions, including management-related solutions; iii) to contribute methodologically to the design of appropriate tools for monitoring and controlling corruption and malfunctioning risks in the areas under review.

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

	Chairperson / Chief Executive Officer	Board of Directors (BoD)	Board of Statutory Auditors	Supervisory Body pursuant to Italian Legislative Decree no. 231/2001	Standing Committee for the Code of Ethics	Departments involved in scheduled 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 Subsidiaries	Departments involved in reports and related recommendations	Publication on the institutional website "Rai per la Trasparenza"
FROM THE CPM											
PTPC update proposals	✓	✓									✓
Half-yearly and annual reports on CPM activities	✓	✓	✓	✓			✓				
ANAC Annual Report (pursuant to Article 1, paragraph 14, of Italian Law 190/2012)	✓	✓									✓
Newsletters and information/training initiatives								✓	✓		
Compliance focus pursuant to Italian Law 190/2012 on Audit and Follow-Up Reports							✓				
Periodic information on reports received and their status				✓			✓				
Timely information on reports highlighting critical issues and the need for strategic assessments	✓		✓	✓			✓				
Final reports											
Information on reports concerning areas of competence (including possible forwarding of the Final Report)				✓	✓					✓	
Reports concerning Subsidiaries								✓			
TO THE CPM											
Periodic or event-based information flows						✓	✓	✓	✓		
Half-yearly and/or annual reports				✓			✓				
Annual Audit Plan and related Audit and Follow-Up Reports							✓				
Annual Risk Certification Forms pursuant to Italian Law 190/2012								✓			
Information on reports received, their outcomes, evaluations and any measures adopted				✓	✓				✓	✓	
Final report of preliminary investigations conducted on reports managed in support of the CPM							✓				
Quarterly reporting on the monitoring of recommendations related to reports managed in support of the CPM							✓				

9.3 Information flows with Control/Supervisory Bodies and Top Management

A periodic information flow is ensured from the CPM to the Chairperson, the CEO, the Board of Directors (BoD), and the Control/Supervisory Bodies of Rai S.p.A., and conversely from these entities to the CPM, concerning the outcomes of activities carried out during the reference period, as well as any potential breaches of the PTPC.

9.4 Information flows with other departments

A reporting system has been established and is continuously evolving with certain company departments, including Human Resources and Organisation, Legal and Corporate Affairs, Internal Audit, the Chief Financial Officer, and the Departments responsible for Purchasing. This system operates according to predetermined criteria, formalised in specific acts and methodological notes, which define: the types of data, documents, and information required, the criteria and operating procedures, the periodicity to be observed in the detection and transmission processes, in line with the monitoring and analysis objectives.

Furthermore, the Legal and Corporate Affairs Department provides information regarding judicial proceedings, of which it is aware, initiated against corporate bodies (and their members) and/or Rai S.p.A. personnel, and attributable to offences envisaged in this PTPC. The Human Resources and Organisation Department provides information on disciplinary proceedings initiated for alleged violations of the PTPC.

These information flows aim to ensure that the CPM obtains as comprehensive a dataset as possible, enabling the performance of cross-checks and transversal controls, including on a sample basis.

9.5 CPM reporting to the BoD and ANAC

Pursuant to Article 1, paragraph 14 of the Italian Anti-Corruption Law, by 15 December of each year⁶¹, the CPM shall publish an annual report on the Company's institutional website, in the "Rai per la Trasparenza" section, prepared on the basis of and in the format of the standard scheme issued by ANAC. The standard scheme is transmitted to and presented to the BoD, together with the CPM's report on the overall activities carried out during the year.

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

⁶¹ Except for any extensions granted by the Authority (ANAC).

In the event of a temporary absence of the CPM for any reason, the report shall, in any case, be prepared and published by the body responsible for adopting the PTPC, which, pursuant to Article 1, paragraph 8 of the Italian Anti-Corruption Law, is the BoD.

9.6 Transparency as a corruption-prevention measure

Transparency constitutes, in itself, an anti-corruption preventive measure. Rai S.p.A. ensures compliance with transparency obligations by making data and information of public interest accessible.

On the basis of statutory and regulatory provisions (see Italian Law no. 220 of 28 December 2015, "Reform of Rai and the Public Radio and Television Service," which amended the former TUSMAR, now TUSMAV, and subsequently incorporated into 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 "Rai per la Trasparenza" section. Reference is made thereto for detailed transparency obligations, which, in certain respects, also support corruption-prevention objectives⁶².

9.7 The disciplinary and sanctioning system

Rai S.p.A. has its own disciplinary system, which is also applicable to violations of the PTPC.

A key element for the effective operation of the PTPC is the application of a disciplinary system capable of sanctioning behaviours that conflict with the measures provided in the Plan. Any employee who infringes the prescriptions of the Plan, will be imposed a sanction proportional to: (i) the severity of the violation, (ii) the consequences of the violation, (iii) the degree of fault or intent and the 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 rules of conduct herein constitutes fulfilment of the obligations set forth in Article 2104(2) of the Italian Civil Code. Breaches of the indicated measures constitute contractual default, subject to disciplinary action pursuant to Article 7 of the Workers' Statute (Italian Law no. 300 of 20 May 1970), as well as under the applicable provisions of the relevant Collective Labour Agreements, and entail the application of sanctions provided in the Disciplinary Regulations, depending on the gravity of the infringement:

⁶² The monitoring and updating of the elements to be published pursuant to the PTCA is entrusted to a permanent working group comprising multiple company Departments/Units.

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

Sanctions provided by the disciplinary system, following the disciplinary procedure pursuant to Article 7 of the Workers' Statute, shall apply to all verified infringements of the PTPC provisions, irrespective of the commission of any criminal offence and regardless of the initiation or outcome of any criminal proceedings instituted by the judicial authorities.

Upon receipt of any report of PTPC infringement by the competent offices, a disciplinary investigation shall be initiated. Where a probable violation is identified, the corresponding disciplinary procedure shall be commenced.

The CPM shall be promptly informed of the initiation and conclusion of any disciplinary proceedings relating to facts abstractly attributable to offences or mala gestio referenced in this PTPC, whether or not a sanction is imposed.

The adequacy of the disciplinary system in relation to the PTPC provisions is monitored by the CPM.

Any conduct in breach of the PTPC provisions also constitutes contractual default in the case of third parties, which, in the most serious instances, may justify the automatic termination of the contract pursuant to Article 1456 of the Italian Civil Code, without prejudice to the Company's right to seek compensation for any damages incurred.

Chapter 10 - Implementation schedule

The approval of the PTPC also entails the approval and dissemination of the following implementation schedule, which details the initiatives to be monitored by the CPM over the three-year validity period of the PTPC. The schedule is updated and/or supplemented by the CPM based on the implementation status of the initiatives included therein and/or any additional initiatives deemed appropriate to launch during the course of the year.

The CPM periodically informs the BoD and the Control/Supervisory Bodies of Rai S.p.A. regarding the initiatives in the schedule and their implementation status, indicating those completed, those in progress, as well as any need for re-planning and/or supplementation, with the corresponding 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 2025 Standard Form	31 January 2026	
Annual report to the Board of Directors on the activities carried out by the CPM	31 January 2026	
Proposal for the annual update of the PTPC for adoption by the Board of Directors	31 January 2026 ¹	
Publication of the PTPC 2026-2028 on the Company's website	31 January 2026	
Submission of the half-yearly report of the CPM to the Board of Directors on the activities carried out	July 2026	
Analysis and control of periodic information flows	Quarterly/Half-yearly/Yearly	
Analysis and control of information flows per event	Continuous	
Monitoring the implementation of the Personnel Rotation Plan	Half-yearly	
Preparation, in coordination with the Human Resources and Organisation Department, of the 2027 Personnel Rotation Plan	December 2026	
Specialist consultancy to Management on conflicts of interest	Continuous	
Specific training and information for Anti-Corruption Contact Persons and employees	Continuous	
Monitoring, in coordination with the Human Resources and Organisation Department, of employees' attendance at the e-learning course on corruption prevention	Half-yearly	
Preparation of a proposal for updating the "Reports and Whistleblowing Management Process"	March 2026	
Periodic meetings with the CPM/Anti-Corruption Contact Person of the Subsidiaries	Half-yearly and per event	
Presentation of the annual report – ANAC 2026 Standard Form	15 December 2026 ¹	

¹Deadline set by law, unless any extensions are granted by the Authority.

