

Ethics and Integrity agreement

1. The Italgas Group is inspired by the following fundamental principles of business ethics:
 - fight against corruption in particular and direct or indirect refusal of all offences against the public administration;
 - fight against corruption between private parties;
 - fight against infiltration of organised crime;
 - protection of the environment;
 - health and safety in workplaces;
 - prohibition against forced labour and the economic exploitation of minors;
 - freedom of association and collective bargaining;
 - compliance with the principles of fair competition.

2. In order to sustainably apply these principles to its operating processes and development, the Italgas Group must extend them to all economic operators aspiring to be directly or indirectly awarded contracts by the group's companies, so that the economic operators formally assume the obligation to comply with the principles.

3. For the purpose of obtaining and/or maintaining qualification and entry in the Italgas Vendor List, assignment and/or maintenance of contracts, signing and/or maintenance of main subcontracts and/or other subcontracts by the Italgas Group, and/or for the purpose of not distorting their proper execution, the economic operators must undertake formally:
 - to ensure their conduct complies with the principles of loyalty, transparency and fairness and with the other rules of ethical conduct contained in the Italgas Code of Ethics and in the Italgas Suppliers Code of Ethics;
 - not to offer, directly or indirectly, sums of cash or any other compensation, advantage or benefit, whether directly or indirectly through intermediaries, for the purpose of obtaining and/or maintaining the qualification and/or assignment of contracts from the Italgas Group and/or for the purpose of distorting their proper execution;
 - to notify the Italgas Group of any attempt at rigging, irregularities or distortion during the qualification procedure and/or the tender and/or during the execution of the contracts, by any interested party or employee or by anyone who might influence their decisions;

- to avoid participating in Italgas Group tenders in situations of control or association (formal and/or material) with other bidders and not to form agreements with other participants in the tenders to which they are invited, with the exception of temporary groupings of companies;
- to fully comply at all times during its professional activities with all legislation concerning the fight against corruption and organised crime, environmental protection, the guarantee on workplace health and safety, the prohibition on forced labour and economic exploitation of minors and the freedom of association and collective bargaining;
- to take at all stages of its business activity all organisational and/or control measures intended to guarantee compliance with the legislation and aforementioned ethical principles and to ensure the same compliance with reference to any other tender procedure and/or concession procedure by public administrations and/or similar parties, in which they intend to participate;
- to impose compliance with the legislation and aforementioned ethical principles by all its main subcontractors and/or other subcontractors;
- to promptly inform all personnel employed by them of the above commitments and to oversee that these are observed by all external staff, employees, main subcontractors and/or other subcontractors during execution of the duties assigned to them.

4. Without prejudice to what is envisaged in Book II, Part V, Title IV, Chapter II (General requirements) of Legislative Decree no. 36/2023¹ and Legislative Decree no. 159/2011, and art. 73, subsection. 1 of the Greek Law 4412/2016 concerning economic operators subject to Greek legislation, to be qualified and registered in the Italgas Group Vendor List for any Goods Group and for the stipulation of main subcontracts and/or other subcontracts with contracting parties for any Italgas Group company, the economic operator in question:

(i) **declares that:** (check the appropriate boxes)

- A. **no prevention proceeding is pending** against it, as per art. 94, subsection 2 of Legislative Decree no. 36/2023, nor is any **criminal proceeding**, even if only in the preliminary investigation stage, related to the offences indicated in art. 94, subsection 1 of Legislative Decree no. 36/2023, and relevant for the application of Legislative Decree no. 231/2001, and offences pursuant to art.

¹ the economic operator subscribing to this Ethics Agreement related to main subcontracts or other subcontracts resulting from those assigned based on procedures started before 1 July 2023 will be subject to the regulation in art. 80 of Legislative Decree no. 50/2016.

73, subsection 1 of the Greek Law 4412/2016, concerning economic operators subject to Greek legislation.

- B. - **one or more of the aforementioned proceedings is pending** (*in this case, specify the details of the parties involved and the status of the pending proceedings*);
- C. **no prevention proceeding is pending** against the "**relevant parties**"² (that is the owner or the technical director, in the case of a sole trader; the partner or technical director in the case of a general partnership; the general partners or technical director, in the case of a limited partnership; the members of the board of directors to whom legal presentation has been granted, including managing agents and general attorneys, members of the bodies with managerial or supervisory powers or subjects with powers of representation, management or control, the technical director or sole shareholder - and relative directors in the case of sole shareholder legal person - in the case of another kind of company or consortium; the de-facto director of all types of the preceding companies or consortia; and their respective co-habiting family members and relations within the third degree) pursuant to art. 94, subsection 2, of Legislative Decree no. 36/2023, **nor is any criminal proceeding, even if only in the preliminary investigation stage**, related to art. 94, subsection 1 of Legislative Decree no.36/2023, nor relevant for application of Legislative Decree no. 231/2001, and offences pursuant to art. 73 subsection 1 of the Greek law 4412/2016, concerning economic operators subject to Greek legislation.
- D. **one or more of the aforementioned proceedings is pending** (*in that case specify the details of the parties involved and the status of the pending proceedings*);

(ii) **undertakes to notify:**

- the Italgas Group promptly of **the start of one of the aforementioned proceedings** during the qualification procedure, during qualification status and/or during the tender and/or the execution of contracts, in addition to any extortion demands, form of pressure or criminal influence and to take consequent

² For main subcontracts and other subcontracts resulting from proceedings started before 1 July 2023, the "**relevant parties**" are identified as follows: the owner or technical director in the case of a sole trader; the partner or technical director in the case of a general partnership; the general partners or technical director in the case of a limited partnership; the members of the board of directors to whom legal representation has been conferred, including managing agents and general attorneys-in-fact, members of the bodies with managerial or supervisory powers or subjects with powers of representation, management or control, the technical director or natural person sole shareholder, or the majority shareholder in the case of a company with four shareholders or fewer, in the case of another type of company or consortium; the foregoing subjects are also relevant parties if they ceased office during the year prior to the date on which the tender was called - date on which the call notice was published or the letter of invitation sent - or, in the event of a request for qualification, during the year prior to the date of the declaration; as well as their respective co-habiting family members and relations within the third decree.

precautionary measures (including, if necessary, the removal or suspension of the person(s) involved in such proceedings);

- the Italgas Group promptly of any information in its possession that may suggest the possible violation by any one of its employees and/or external staff and/or main subcontractor and/or other subcontractors and/or the “relevant parties” of the commitments indicated in point 3 above and to take the consequent precautionary measures required (including, if necessary, the removal or suspension of the person(s) involved);

(iii) formally undertakes to actively collaborate with the Italgas Group in collecting and promptly notifying it of the requested information in addition to any relevant reports in the context of the proceedings that the Group companies initiate should they come to discover, by other means, the possible violation by any one of their employees and/or external staff and/or subcontractor and/or “relevant parties” of the commitments indicated in point 3 above and to take the consequent precautionary measures required (including, if necessary, the removal or suspension of the person(s) involved).

5. Related to the above, the economic operators aspiring to be directly or indirectly awarded contracts by the Italgas group must formally provide their prior acceptance of the fact that the Italgas Group, without prejudice to what is established in Book II, Part V, Title IV, Chapter II (General requirements) of Legislative Decree no. 36/2023³ and by Legislative Decree no. 159/2011 and by art. 73 subsection 1 of the Greek Law 4412/2016, concerning economic operators subject to Greek legislation:

- shall not enter in the Vendor List, nor sign contracts (nor authorise the signing of subcontracts) with the economic operators that have not signed the declarations and commitments set out by points 3 and 4 above;
- shall take, in the event of violation of the commitments set out by points 3 and 4 above, all initiatives deemed appropriate to safeguard the principles of business ethics referred to in point 1 above, including - in the manner and time frames established in the group’s procedures - the suspension and/or revocation of the registration in the Vendor List, the suspension and/or termination of the existing contracts and/or the refusal and/or revocation of the authorisation to subcontract. The violation is declared following a verification procedure which guarantees adequate discussion with the economic operator concerned.

Date:/...../.....

Signature LEGAL REPRESENTATIVE

³ Or art. 80 of Legislative Decree no. 50/2016 in the situations described in note 1.