



Anti-Corruption Policy

Acea ATO 2 S.p.A. ANTI-CORRUPTION POLICY pursuant to UNI ISO 37001:2016

Approved by the Acea ATO 2 S.p.A. Board of Directors

on 19 June 2023



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I. REFERENCE CONTEXT

Acea Ato 2 S.p.A. (hereinafter also referred to as “Acea Ato 2” or the “Company”), a company of the Acea Group (hereinafter also referred to as the “Group”, “Acea” or the “Parent Company”) manages the integrated water service in 106 municipalities of Optimal Territorial Area 2 Central Lazio - Rome (full management in 89 municipalities; partial management of one or more services in 17 municipalities), incorporating service quality, sustainable management of water resources and respect for the environment.

Based on the development guidelines outlined in the Group’s strategic plans, digitalisation, technological innovation and sustainability are the levers that enable Acea Ato 2 to increase the operating efficiency and quality of its services, improving the development of resilient, integrated modern network infrastructures so that they are able to generate shared value to the benefit of all the Acea Group’s stakeholders.

With this focus on combining innovation and sustainability, Acea Ato 2 develops its value orientation, as expressed in the Group’s Code of Ethics, in an increasingly systematic manner.

The adoption of the **Corruption Prevention Management System (also “CPMS”)** is part of a virtuous cycle, intended to combat and prevent corruptive behaviours (also through a “holistic” approach to human rights protection), fundamental principles around which Acea Ato 2 bases its business¹.

To that end, in full compliance with all laws, regulations and norms established at the local and international level, Acea Ato 2:

- is committed to preventing and fighting illicit behaviour by all people who, for whatever reason, act in its name, on its behalf and to its benefit;
- rejects corruption in all its forms and prohibits all actions that could facilitate or promote corruption;
- is committed to constantly implementing sustainable business that combines results and performance with compliance with rules and values, to make the Company ethically virtuous based on the supposition that “illicit” profit is not acceptable (#0CorruptionTolerance).

Through the adoption of this Anti-Corruption Policy (also, the “Policy”) and the Anti-Corruption Guidelines, together with a detailed system of rules, checks and organisational safeguards to prevent active and passive crimes of corruption relative to public and private entities, Acea Ato 2 has identified a series of ethical/behavioural principles and prevention rules to fight corruption, while also taking into consideration relevant regulatory principles, best practices and national and international agreements².

¹ The Acea Group also operates in line with the principles issued by the United Nations Global Compact, to which the Company has formally and substantially subscribed.

² For more details please see the Group Anti-Corruption Guidelines.



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In general, corruption prevention regulations:

- prohibit both direct and indirect payments, as well as those made through an agent, as well as offers and promises of money or other benefits made for the purposes of corruption to public officials (those responsible for public services) or private individuals;
- guarantee transparency and accuracy in the keeping of books, registers and accounting entries.
- This Policy defines general principles and commitments in relation to preventing corruption, establishing that: the activities engaged in by or on behalf of Acea Ato 2 must always guarantee compliance with the laws, norms and regulations on corruption prevention and with the relevant regulatory instruments for corruption prevention;
- any form of corruption is prohibited, meaning all addressees of this Policy must guarantee ethical, transparent, proper and professional behaviour;
- no questionable or illegal practice is justified or tolerated due to the fact it is considered “customary” in the reference sector;
- any and all services must be refused if they can be achieved only by compromising the behavioural standards established in the Acea Code of Ethics and the Anti-Corruption Guidelines (and other regulatory instruments intended to prevent corruption, e.g. Model 231);
- notifications are encouraged relative to any activities which could constitute a possible violation of the Compliance programme and/or Anti-Corruption Laws.

By way of example, in line with that established in the Code of Ethics and without prejudice to that better specified in the Anti-Corruption Guidelines, it is prohibited to:

- offer, promise, give, pay, solicit, authorise someone to give or pay, directly or indirectly, also through an agent, an economic advantage or other benefit (including, by way of example and not exhaustive, gifts, sponsorships, donations, representation expenses and hospitality for third parties, supplies, professional appointments, employment or investment opportunities, favourable commercial conditions) to a Public Official³/entity responsible for a public service⁴ or a private entity (Active Corruption);
- accept a request for, or solicitation for, or authorise/solicit someone to accept, directly or indirectly, also through an agent, an economic advantage or other benefit (including, by way of example and not exhaustive, gifts, sponsorships or donations, representation expenses and hospitality, supplies, employment or investment opportunities, favourable commercial conditions) from any counterparty (Passive Corruption);

in order to:

³ Anyone who exercises “a public legislative, judicial or administrative function”, emphasising that “public function” is understood as the administrative function governed by public law regulations and authorisation acts, involving the formation and manifestation of the desire of the Public Administration or the execution of the same through authorisation or certification powers”.

⁴ Anyone, who for whatever reason, provides a public service, understood as an “activity governed in the same manner as the public function, but involving a lack of the powers typical of the latter, with the exclusion of the execution of simple tasks and the provision of merely material work”.



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- induce a Public Officials/entity responsible for a public service to carry out any function of a public nature in an undue manner, or compensate them for having done so;
- influence an official act (or lack thereof) by a public official/entity responsible for a public service or any decision in violation of the duties of their office;
- induce any private counterparty to carry out or not carry out an action in violation of the obligations inherent to their office or the obligations of loyalty, or compensate them for having done the same;
- obtain or ensure an undue advantage in relation to the business of the company;
- violate Anti-Corruption Laws and, in any case, applicable laws.

2. SCOPE OF APPLICATION

This Policy applies to members of the Board of Directors and Board of Statutory Auditors (and other control/supervisory bodies) of Acea Ato 2, as well as all employees of the Company, suppliers, partners, business partners and, more generally, all those who act in the name of and on behalf of Acea or with which Acea enters into contact through its business (“**Addressees**”), representing in a specific manner its commitment to the principles and requirements outlined in ISO 37001:2016.

3. APPROVAL AND UPDATING OF THE POLICY

The Policy, as well as any amendments and/or additions, is approved by the Board of Directors of Acea Ato 2 S.p.A.

Any updates and/or amendments to the policy are made through a proposal of the Anti-Corruption Department.

Acea is committed to periodically maintaining and revising its Policy, to ensure it is always active, implemented, appropriate to its purposes and compliant with applicable corruption prevention laws.

4. ANTI-CORRUPTION MANAGER

For the purposes of coordinating, developing, monitoring and maintaining the corruption prevention management system pursuant to UNI ISO 37001:2016 Anti-Bribery Management Systems, Acea Ato 2 has



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appointed an Anti-Corruption Manager⁵ (ACM), in line with the **requirements, tasks and responsibilities set out in standard ISO 37001 and the Anti-Corruption Guidelines.**

More specifically, prior to appointment it was verified that the individual identified:

- had the appropriate skills, status, authority and independence, in line with the provisions of ISO 37001 (in terms of: adequate levels of education, training and experience; the absence, to the extent possible, of personal involvement with activities exposed to the risk of corruption; possession of the necessary powers, skills and ability to work directly with Department Managers, Control Bodies, top management and the Board of Directors and/or Sole Director);
- was not involved in criminal proceedings and had no definitive judgements for corruption or similar crimes.
- With reference to the macro-responsibilities assigned to the ACM, please see the Acea Group's Anti-Corruption Guidelines⁶.

5. OBJECTIVES

The corruption prevention management system is part of the continuous improvement approach and represents the constant commitment of the company's top management to prevent corruption. To that end, Acea Ato 2 is committed to continuously improving its corruption prevention management system, formulating specific goals in terms of managing and mitigating the relative risks.

Relative to this, top management defines:

- the human, technical and economic resources utilised;
- the time necessary to achieve each individual objective;
- the methods, schedule and responsibilities for monitoring the level achieved for each objective.

Objectives may be modified over time based on internal and/or external input, or based on management changes or new market requirements and constitute a firm and mandatory commitment by all the components of the organisation, starting with top management.

For these reasons, the objectives are established and assessed during management review, and are also shared with all department heads.

⁵ Appointment as the Anti-Corruption Manager also includes assignment to the Corruption Prevention Compliance Department for the purposes of developing and maintaining the CPMS over time. For details of the responsibilities assigned to the ACM, please see the Acea Group's Anti-Corruption Guidelines.

⁶ And the relative deed of appointment.



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By way of example but not exhaustive, the main “areas of action” for corruption prevention include:

- continuous assessment of the context, risks and opportunities for improvement the Management System;
- compliance with best practices, guidelines, conventions and reference regulations, also through participation in national/international working groups (e.g. Transparency International) and continuous monitoring of relative developments;
- establishment of a verification system for the internal regulatory corpus, used to ensure the implementation of documents associated with corruption risk processes and control principles that must be complied with to ensure respect for the policy and the system as a whole;
- digitalisation of processes and use of technological solutions to simplify/improve system performance (e.g. IT tools for third party monitoring);
- management of communication/information/training campaigns on anti-corruption themes provided to personnel and relevant stakeholders;
- a holistic approach to fighting corruption and protecting human rights;
- spreading a “speak up culture” and activating mechanisms to protect whistleblowers acting in good faith, as well as those investigated.

6. REPORTING OF BREACHES

Acea Ato 2 guarantees that **no whistleblower** who made a **report in good faith** (or based on a reasonable and confidential belief) will suffer **retaliation** or **be discriminated** against with effects on their working conditions, **due to the report or for having refused to participate in illegal conduct** (even if this refusal created conditions detrimental to the Group’s business).

At the same time, Acea Ato 2 may apply sanctions if a report is made in bad faith, fraudulently or negligently.

This Policy is part of a wider internal regulatory system which has, at its summit, the corporate Code of Ethics, the document that lays out the provisions for conducting business in accordance with the highest ethical standards and in compliance with the applicable laws and regulations. It is integrated with the mechanisms for reporting the potential breaches indicated in the Code and in the other documents of the internal regulatory corpus and of the Group (e.g. the Anti-Corruption Guidelines, the Organisational, Management and Control Model pursuant to Italian Legislative Decree no. 231/2001, the Whistleblowing Procedure).

The Acea corporate website provides reporting channels, available at the following links: 1) [reporting breaches of the Code of Ethics](#); 2) [reporting irregularities connected with the 231 Model](#)).

The system for reporting potential breaches, which ensures the highest degree of confidentiality and secrecy in handling the reports received (protecting the whistleblower and the reported party), is the



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Whistleblowing IT platform which can be accessed by everyone (Employees, Third Parties, etc.) on the Corporate Website. This is an easy to use channel, managed by a third party, external to and independent of the ACEA Group. The platform is structured so as to encourage the reporting of possible breaches through a direct and private communication method, that also allows for sending reports, also anonymously, from any point of access to the internet and with any device. The platform also guarantees interaction with a confidential method for asking questions or making requests for clarification.

7. CONFLICTS OF INTEREST

Acea Ato 2 requires that all situations which could constitute or lead to a conflict of interest be avoided or, in any case, reported, using the methods established in the Code of Ethics, the Anti-Corruption Guidelines and any specific internal regulatory instruments. For details, please see that established in the documents indicated above.

8. TRAINING AND COMMUNICATION

Acea Ato 2 recognises the important role its stakeholders (personnel, partners, suppliers, local communities, institutions, etc.) play in implementing the corruption prevention management system and it is committed to developing initiatives as well as internal and external training (and periodic updates) intended to provide a clear representation of corruption risks associated with its business activities, the tools Acea Ato 2 has adopted and implemented over time (including methods to report cases, also suspect, of corruption, illegal actions and/or breaches of the regulatory system) to prevent and fight corruption and the consequences that derive from violations of these tools, as well as of the laws and norms on the prevention of corruption.

Acea Ato 2 recognises the importance of disseminating and clearly communicating its values and ethical principles to its employees and business partners, establishing for the latter appropriate anti-corruption compliance commitments in its contracts.

This Policy, in addition to being a documented part of the management system, is also:

- communicated via email and made available to all Acea employees and Group companies, in Italian and English (and additional languages if necessary), through publication on the corporate website and Intranet;
- made available to interested third parties by means of publication on the website www.gruppo.acea.it (in the section dedicated to the Management Systems: [link](#)) and on the dedicated supplier platform.

For any doubts or clarifications regarding the content of this document, contact the Anti-Corruption manager by email (anticorruzione.ato2@aceaspa.it).



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9. SANCTIONING SYSTEM

Violations of this Policy (as well as, more generally, the provisions of the guidelines or procedures that constitute the corruption prevention management system, including abuse of reporting) will be pursued, in compliance with the procedures, method and time frames established in the applicable legal and/or contractual regulations, promptly and immediately, through application of sanctions. Violations by Third Parties, or by any parties under the responsibility of the latter involved in the execution of the contract, shall give Acea Ato 2 the right not to establish the relationship with the counterparty and/or to terminate the relevant contract by right, with immediate effect and without prejudice to compensation for any damages suffered or to be suffered by the Company.