

A photograph of a modern, multi-story glass building with a prominent blue circle overlay in the foreground. The building features a complex facade with glass panels and structural elements. The background shows a clear sky and some greenery.

**POLICY
FOR
ADDRESSING
UNHEALTHY
COMPETITION**

1. PURPOSE AND SCOPE

1.1 PURPOSE

The purpose of this Policy is to ensure that all TERNA employees and associates comply with the current anti-trust legislation and the applicable procedures. In addition, it aims at informing and raising awareness among TERNA employees so that they shall not act, be it unbeknownst to them, in any manner that could expose the company to serious sanctions, fines, and negative publicity.

1.2 SCOPE

Entire company.

2. PERSONS INVOLVED – RESPONSIBILITIES

All employees.

3. DEFINITIONS - ABBREVIATIONS

No definitions.

4. REFERENCES

No references.

5. POLICY DEVELOPMENT

5.1 General Principles

All TERNA personnel shall respect the following commitments:

- TERNA's strategy and applicable policies should not be coordinated in any manner whatsoever with those of its competitors.
- TERNA should not take advantage of its dominant position to exclude competitors, manipulate the market, or impose special terms in contracts with suppliers or clients.

5.2 Relations with competitors

The following shall apply in our relations with TERNA competitors:

- No offers, price lists or financial data from suppliers, clients, associates should be disclosed to TERNA's competitors.
- No request should be made to TERNA's competitors to disclose offers, price lists or financial data from their suppliers, associates, or clients.
- No agreements should be entered into with TERNA's competitors about prices, costs, or any other matters, such as payment terms, payment periods, etc.
- No sharing of clients or suppliers should be agreed with TERNA's competitors.
- At meetings with TERNA's competitors, you should not take part in discussions relating to supplier or client prices, competitor pricing policies or other business data. In such an event, you should either request that the discussion be interrupted or leave the discussion and immediately inform the Regulatory Compliance Officer.
- Avoid participating in meetings of sector companies (associations, federations) for which no official agenda has been set or about which no official notice has been given.
- Avoid talking about matters not included in the agenda during meetings with sector companies.

5.3 Relations with clients - suppliers

The following shall apply in our relations with TERNA clients - suppliers:

- Do not define clients or geographical areas where the supplier or associate may operate.
- Do not set the prices that a supplier may offer to any TERNA competitor.
- Do not unreasonably enter into long-term agreements with suppliers which may unduly exclude other suppliers from the same sector.
- Do not enter into long-term agreements with suppliers that may limit or prohibit their collaboration with TERNA's competitors.
- Do not ask from clients to provide information about our competitors, such as offers, price lists.
- Do not request from clients not to do business with TERNA's competitors.
- Be very careful about the discounts you may promise to a client since they may be considered to influence the market if our prices fall below the cost of the services provided.

5.4. Actions in the event of deviations

Any employee who becomes aware of any violation of or deviation from the relevant legislation or this policy shall be responsible for immediately notifying TERNA's Regulatory Compliance Officer by e-mail, letter, or telephone call.

TERNA shall be responsible for ensuring the anonymity of any person making the complaint and for protecting them from any retaliation.

Furthermore, all employees shall directly contact TERNA's Regulatory Compliance Officer about any queries or clarifications needed regarding the relevant legislation or this policy.

5.5 Actions in case of an inspection

According to anti-trust laws, regulatory authorities and competition authorities have extended powers to request information and conduct inspections at a company's facilities (with or without notice). Such authorities may also request information over the phone or send an e-mail officially requesting information. Inspections may take place at the offices of TERNA and/or in the facilities of members of the consortium.

TERNA is willing to help the regulatory authorities when conducting any investigation.

Should any employee, associate, or member of TERNA's Management receive a request for information or a notice about an audit on its activities, they should immediately refer the matter to the Legal Directorate and to the Regulatory Compliance Officer.

6. RECORD KEEPING

No keeping of records required.