

ZERO TOLERANCE OF CORRUPTION PLAN



All Enel stakeholders can report any violation or suspected violation of the Zero Tolerance of Corruption Plan through the following methods:

- in written form, namely via the web, using the online reporting system available at the following [link](#);
- orally by telephone, by contacting the numbers that can be reached through the aforementioned webpage;
- or, at the request of the reporter, by means of a face-to-face meeting set within a reasonable timeframe, through the aforementioned channels.

GENERAL PRINCIPLES

Enel is committed to complying with its Code of Ethics and the commitments made by its adhering to the *United Nations Global Compact*¹. For this reason, it demands honesty, transparency and correctness from its personnel in the performance of their work activities. The same commitments are required to all other stakeholders, i.e. individuals, groups, and institutions that contribute to the realization of its mission or are affected by activities in pursue of it.

In adherence to the tenth principle of the *Global Compact*, under which “Businesses should work against corruption in all its forms, including extortion and bribery², by signing the *Partnering Against Corruption Initiative (PACI)*³, which provides for the application of the transparency criteria recommended by *Transparency International*, Enel reaffirms its adherence to the 10 principles of the *UN Global Compact*, reconfirmed in the annual⁴ *Conference of Parties* at the United Nations.

The commitment, which complements the Group’s Compliance Program, is translated into the following general principles:

- Enel rejects corruption in all its direct and indirect forms;
- Enel implements an anti-corruption program called the “Zero Tolerance of Corruption Plan” (hereinafter, referred to as the “ZTC Plan”);
- Enel adopts management systems in accordance with the highest international standards, aligning them with local legislative frameworks.

¹ Action program launched by the United Nations in July 2000, on the direct initiative of the Secretary-General, aimed at engaging the business community in a new form of collaboration with the United Nations through adherence to 10 universal principles in the areas of human rights, labor protection, and environmental stewardship (www.unglobalcompact.org).

² www.globalcompactitalia.org

³ This refers to the commitment to the initiative sponsored by the World Economic Forum titled “Partnership Against Corruption Initiative,” involving international companies active in sectors such as energy, construction, and mining. Among these, Enel (www.weforum.org)

⁴ Annual Communication on Progress towards the UN Global Compact, reaffirming Enel’s commitment to the 10 Principles of the Global Compact.

ZTC PLAN: Commitments

Based on the analysis of activities most exposed to the risk of corruption, Enel makes the following commitments for the conduct of its activities:

2.1 **Bribes and other benefits**

Enel prohibits the use of any form of illicit payment, whether in cash or through other utilities⁵, in order to gain an advantage in relations with its stakeholders; the concept of advantage is also to be understood as facilitation or guarantee of the achievement, of services however due. The prohibition is naturally extended to employees who, by virtue of their roles and activities at Enel, intend to accept and/or offer bribes or other benefits for their own advantage or for the benefit of their family members, associates, and acquaintances.

2.2 **Gifts, hospitality, and benefits**

Enel does not accept any form of gift, hospitality, or benefit that could even be interpreted as exceeding normal business courtesy practices, or otherwise aimed at acquiring favorable treatment in the conduct of any activity related to Enel.

In particular, any form of gift, hospitality or benefit, to Italian and foreign public officials, auditors, directors of Enel, and members of oversight and supervisory bodies that may influence their independence of judgment or induce them to secure any advantage is prohibited.

This rule, which does not allow exceptions even in those countries where offering gifts, hospitality, or valuable benefits to business partners is customary, concerns both gifts, hospitality or benefits promised or offered, as well as those received.

⁵ Everything that represents an advantage for the individual, whether material or moral, property or non-property, considered relevant by customary practices and common belief.

Any gift, hospitality, or benefit, offered or received, must:

- not be motivated by a desire to exert unlawful influence or an expectation of reciprocity;
- be reasonable under the circumstances;
- be in good taste and conform to generally accepted standards of professional courtesy;
- be occasional in nature;
- be of modest significance.

The gift, hospitality or benefit must not compromise the integrity or reputation of either party or be construed as intended to obtain advantage.

In any case, Enel refrains from practices not permitted by law or commercial standards.

Enel's gifts are characterized as aimed at promoting its brand. Gifts offered must be managed and authorized in accordance with company policies and procedures, and must be properly documented.

2.3 Conflict of interest

In conducting any activity, conditions or situations should be avoided where the parties involved are, or may even appear to be, in a conflict of interest.

This refers to both the condition or situation—apparent, potential, or real—in which the secondary interests (economic, financial, family, or other) of the person of Enel may influence the impartiality of business decisions and the fulfillment of the functions and responsibilities held, and the case in which representatives of customers, suppliers, or public institution act in their dealings with Enel, in conflict with the fiduciary duties associated with their position.

2.4 Contributions to political parties

Enel refrains from any pressure, direct or indirect, to political representatives; it does not fund political parties both in Italy and abroad, their representatives or candidates, nor does it make sponsorships of congresses or events that serve exclusively to promote political agendas.

2.5 Sponsorships and contributions

Enel supports, through the tools offered by the current legal system (such as, for example, liberal disbursements, sponsorship activities or by entering into specific agreements), initiatives that may relate to current issues, energy transition, sustainability, sports, culture, and scientific and technological dissemination.

In selecting such initiatives, Enel pays particular attention to any potential conflicts of interest, of a personal or corporate nature (such as, for example, relationships with the individuals concerned or connections with bodies or organizations that may, due to their functions, favor Enel's business in any way) and to the company's policies and procedures on the subject, also in order to ensure consistency, transparency, and compliance with applicable regulations.

Sponsorships

Sponsorship activities must comply with corporate policies and procedures and promote the Group's brand, values, and services internationally, nationally, and locally.

Contributions in support of general interest activities

Enel S.p.A., along with other Group companies, has established Enel Cuore Onlus – a non-profit organization fully supported by same companies – which aims to pursue the common good by safeguarding the rights and dignity of individuals, encouraging their participation, inclusion, and full development, while minimizing inequalities and enhancing their potential for growth and employment.

Enel S.p.A. has also established the Enel Foundation – fully supported by Enel S.p.A. and other Enel Group companies – whose purpose is to foster and increase education, promote research, information and dissemination of knowledge on topics related to energy, socioeconomics, sustainable development and innovation both nationally and internationally.

Enel S.p.A. and other Group's companies, therefore, contribute to activities of general interest falling within the aforementioned areas, primarily through support for Enel Cuore Onlus and the Enel Foundation, which, in managing relationships with third parties, refer to the same principles outlined in Enel's ZTC Plan.

ZTC PLAN: IMPLEMENTATION

Compliance with Enel's anti-corruption commitments requires the engagement of its stakeholders in the plan's implementation activities.

3.1 Relationships with third parties

3.1.1

[Extraordinary transactions, subsidiaries, associates and partners](#)

In acquisition, merger, or divestment transactions operations, or otherwise in the context of defining any partnership relationship with third-party companies, Enel verifies the presence of the minimum conditions for the compliance with the ZTC Plan.

The Boards of Directors of Enel's subsidiaries are asked to adopt the ZTC Plan through a specific resolution.

For associated companies and partners that do not have their own code of ethics or anti-corruption programs, Enel recommends the adoption of this ZTC Plan or, alternatively, the preparation of similar documents.

3.1.2

[Agents, consultants, and intermediaries](#)

Any person acting on behalf of Enel is required to sign a declaration of commitment to comply with the ZTC Plan.

The remuneration granted shall be adequately justified in relation to the task to be performed and current market practices.

Appropriate documentation shall be filed to ensure maximum accuracy, transparency, and traceability of the contractual relationship.

In the event that counterparty conduct in violation of the ZTC Plan is ascertained, to the extent permitted by law, Enel will take appropriate measures, including termination of the contract and preclusion of any other opportunities for future collaboration.

3.1.3

Purchase and sale procedures

Purchasing and selling processes are conducted by Enel in a fair and transparent manner.

Company policies and procedures provide appropriate controls to ensure transparency and fairness in the process of supplier selection, management and contract execution.

When qualifying a possible counterparty, adherence to specific ethical and social obligations is assessed.

In the event that counterparty conduct in violation of the ZTC Plan is ascertained, to the extent permitted by law, Enel will take appropriate measures, including termination of the contract and preclusion of any other opportunities for collaboration.

3.2

People of Enel

The evaluation of personnel to be hired is carried out on the basis of the correspondence of the candidates' profiles with the expected qualifications and the company's needs. Within the limits of available information, Enel takes appropriate measures to avoid any form of nepotism or favoritism in the selection and hiring stages.

Upon hiring process, selected candidates are required to sign a statement of commitment to comply with the provisions of the Code of Ethics and the ZTC Plan.

In all internal personnel management documents, reference is made to the indications of the ZTC Plan.

In the event of a violation of the ZTC Plan, Enel shall act against employees, including management personnel, the sanctions provided for in the corporate disciplinary code, in compliance with applicable collective bargaining agreements, corporate policies and procedures, and applicable regulations of the countries where Enel operates.

3.3 Training

Training programs are implemented for all personnel, aimed at ensuring the dissemination and proper understanding of Enel's commitment to the fight against corruption.

Principles, commitments, and implementation methods are parts of in-depth training sessions tailored for professional families.

Useful materials and experiences are made available to external stakeholders to help them develop their own anti-corruption strategy.

3.4 Communication

The ZTC Plan is brought to the attention of staff through internal communication tools.

A copy of the ZTC Plan is made available to all staff.

An informational note regarding the adoption of the ZTC Plan is included in contracts entered into by Enel. The ZTC Plan is available to all stakeholders at the official website www.enel.com.

3.5 Stakeholders reports

The Group's internal and external stakeholders can report, also anonymously, any violation—or suspected violation—of the ZTC Plan through a single platform, accessible from the Group's website ([link](#)).

The platform allows you to submit reports in the following ways:

- in written form, via the web;
- in oral form, by telephone;
- or, at the request of the reporter, through a face-to-face meeting, set, within a reasonable time, through the aforementioned channels.

The Audit Function receives and analyzes reports in compliance with applicable regulations. Enel is committed to ensuring that no retaliatory actions are taken as a result of a report, understood as any act that may give rise even to the mere suspicion of being a form of discrimination or penalization, nor any behavior, act or omission, even if only attempted or threatened, that causes or may cause the reporting person, either directly or indirectly, unfair harm. The confidentiality of the reporter's identity is guaranteed without prejudice to legal obligations.

If, as a result of a report, a violation of the principles contained in the ZTC Plan is ascertained, the same procedure as set forth in the Code of Ethics shall be activated.

3.6 Control activities

3.6.1

Internal Control and Risk Management System

The Internal Control and Risk Management System ("ICRMS") of Enel S.p.A. and the Group consists of a set of rules, procedures, and organizational structures aimed at the effective identification, measurement, management, and monitoring of risks, including the risk of corruption.

The commitment to fight corruption is made by all Enel people; each organizational structure is responsible, within its competence, for establishing adequate control systems useful for the implementation of the ZTC Plan.

3.6.2

Duties of the Audit Function

The Audit Function is assigned the following responsibilities:

- Verify the application and compliance of the ZTC Plan, through an analysis and evaluation of the Internal Control System and Risk Management System overseeing business processes with significant impacts on business ethics;
- Oversee the implementation of the ZTC Plan and monitor Foranti-corruption information and training initiatives;
- Receive and analyze reports of violations of the ZTC Plan.

These activities are carried out with the support of the relevant business functions, having free access to all documentation deemed necessary.

3.7

Revision of the Zero Tolerance Policy on Corruption

The internal Committees evaluate any proposals for modifications or additions to the ZTC Plan and present these to the Board of Directors of Enel S.p.A. for approval.