



Ethics and Integrity Agreement

1. The Snam Group is guided by the following essential principles of business ethics:
 - Fighting corruption in particular and not accepting directly or indirectly all crimes against the Public Administration;
 - Fighting corruption in the private sector;
 - Fighting infiltration of organised crime;
 - Protecting and defending the environment;
 - Ensuring occupational health and safety;
 - Banning forced labour and the economic exploitation of minors;
 - Freedom of association and right of collective bargaining
 - Respecting fair competition principles.

2. In order to achieve the sustainable application of those principles to its own operating processes and development, Snam group has to have all economic operators that are looking to directly or indirectly receive awards of contracts from the group companies to adhere to the same, so they formally undertake to adhere to the same.

3. In order to achieve the insertion in and/or to continue to be in the list of Snam qualified suppliers (the Vendor List), the award /continuation of contracts, the execution/continuation of sub contracts by and with the Snam group, and/or in order not to disrupt the proper performance thereof, vendors must formally undertake:
 - To ensure their conduct reflects principles of loyalty, transparency and fairness and the other ethical behaviour rules outlined in the Ethics Code;
 - Not to offer either directly or indirectly cash or any form of payment, advantage or benefit - whether directly or indirectly via an intermediary - in order to obtain or to keep the award and/or continuation of contracts with the Snam group and/or to disrupt the proper performance thereof;
 - To inform the Snam group of any attempt at rigging or causing any anomaly or distortion of the stages of the qualification process and/or tenders and/or during the performance of contracts by any interested parties or officers or anyone who may have an influence on relevant decisions relating thereto;
 - To avoid participating in Snam group tenders where there is a situation of control or affiliation (be it formal or substantial) with other candidates and not to make arrangements with other participants invited to participate in a tender except for the purpose of forming temporary groupings;
 - With respect to how it conducts its business, to strictly comply at all times with regulations combating corruption and organised crime, safeguarding environmental protection and occupational health and safety, banning forced labour and the exploitation of minors and affirming freedom of association and collective bargaining;
 - To adopt at all times when conducting its business the necessary measures and/or supervisory actions aimed at ensuring compliance with regulations and the ethics principles mentioned above and compliance with all other procedures governing tenders and/or tender procedures involving the public administration and/or equivalent authorities which they intend to participate in;



- To require compliance with the regulations and the ethics principles outlined above by all its subcontractors;
 - To promptly keep all personnel informed of the above undertakings and to monitor the compliance with the same by all staff, employees, subcontractors and/or other contractors with respect to the activities respectively assigned to the same.
4. Without prejudice to article 38 of Legislative Decree 163 of 2006 and Legislative Decree 159 of 2011, in order to qualify for insertion in the Vendor List for the Snam Group for any Goods Group and for the purpose of executing subcontracts with any company in the Snam Group, the relevant vendor must:
- Declare that no proceedings aimed at the issue of preventative measures pursuant to article 38(1)(b) of Legislative Decree 163/2006 are pending against it, nor any criminal proceedings, even in the preliminary investigations stage, relating to crimes which concern professional conduct (crimes referred to in article 57(1) of Directive 2014/24/EU; crimes against the public administration; corruption; organised crime; environmental crimes; occupational health and safety crimes; financial and corporate crime; procurement fraud including therein the crimes provided for by articles 314 to 360 and 416, 416-*bis* and 416-*ter* of the Criminal Code) or for the purpose of the application of Legislative Decree 231 of 2001, or if any of the above-mentioned proceedings is pending¹;
 - Declare that with respect to “Relevant Persons” (the owner or technical manager for sole proprietorships or a shareholder or technical manager for general partnerships; a general partner or technical manager for limited partnerships; directors with representative powers, or technical manager, or natural persons sole shareholders or an individual or majority shareholder for companies with fewer than four shareholders for all other types of companies; the declaration must concern the position of said persons even if they ceased to hold the relevant position in the year prior to when said declaration is made; cohabiting family members and relatives to the third degree) no prevention proceedings pursuant to article 38(1)(b) of Legislative Decree 163/2006 are pending against them nor any criminal proceedings, even in the preliminary investigations stage, relating to crimes which concern professional conduct (the crimes referred to in article 57(1) of Directive 2014/24/EU; crimes against the public administration; corruption; organised crime; environmental crimes; occupational health and safety crimes; financial and corporate crime; procurement fraud including therein the crimes provided for by articles 314 to 360 and 416, 416-*bis* and 416-*ter* of the Criminal Code) or for the purpose of the application of Legislative Decree 231 of 2001, or if any of the above-mentioned proceedings is pending²;
 - Undertake to promptly inform the Snam Group if any such proceedings is initiated during the qualification process and/or a tender procedure and/or the performance of awarded contracts and of any extortion demand, form of pressure or criminal conditioning and to take the correct preventive measures (including therein, if

¹ In such case, provide details of the party involved and the proceedings that are pending.

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- applicable, the removal or the suspension of the individual(s) involved in said proceedings);
- Undertake to formally and promptly communicate to the Snam Group any information in its possession which implies that there has been a breach by an employee and/or collaborator and/or sub contractor and/or by a “relevant person” of the undertakings set out in section 3 above and to adopt all necessary preventive measures (including therein, if applicable, the removal or the suspension of the individual(s) involved in said proceedings);
 - Undertake formally to actively collaborate with the Snam Group in collating and timely communicating to the Snam group all the required information and any relevant data relating to proceedings which Group companies may commence whenever they learn through other channels of a potential breach by their employees and/or other personnel and/or subcontractors and/or “Relevant Persons” of the undertakings provided for in section 3 above, and to take all necessary preventive measures as a result (including therein, if applicable, the removal or the suspension of the individual(s) involved in said proceedings).
5. In relation to the above, vendors wishing to directly or indirectly receive contract awards from the Snam Group must formally grant their prior acceptance of the fact that – without prejudice to article 38 of Legislative Decree 163/2006 and Legislative Decree 159/2011 – the Snam Group:
- shall only insert in the Vendor List and enter into agreements with vendors (or authorise subcontracting) who have submitted the declarations and undertakings set out in sections 3 and 4 above;
 - in the event of the breach of the undertakings under sections 3 and 4 above, shall take all necessary action to safeguard the ethics principles set out under section 1 above, including – according to terms and timeline set forth in the group’s procedures – the suspension and/or the removal from the Vendor List, the suspension and/or termination of the contracts in force and/or the refusal or the revocation of an authorised subcontract. A breach shall be ascertained as a result of an investigation procedure in which the relevant economic operator is granted ample opportunity to respond.