

Regulation of cases of conflict of interest

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1 INTRODUCTION

A conflict of interest is defined as a situation in which an employee or collaborator, due to their role, must make a decision or take an action that could potentially be favourable or unfavourable, whether financially or otherwise, for themselves or for another person with whom they have a working, business, family, or affinity relationship.

All employees and collaborators of Italtel S.p.A. and its subsidiaries (hereinafter, “Italtel Group”) are required to communicate—in the manner and form described below—any situations as defined above that may interfere with the interests of the Italtel Group.

2 ACTIVITIES THAT MAY GENERATE SITUATIONS OF CONFLICT OF INTEREST

The following cases are potentially causes of conflict of interest and must therefore be specifically declared:

- a) having a direct, indirect, or intermediary interest in entities, corporations, or partnerships, in Italy or abroad, that are, even occasionally, clients, suppliers, and/or service providers, or have any commercial, financial, insurance, economic, financial, asset-related, or other type of relationship, or conduct competing activities with the Italtel Group. Excluded are holdings in listed companies through the possession of shares, provided that the shareholding is not significant enough to influence the management of the company itself.
- b) holding positions as administrator, member of control, supervisory and/or management bodies or committees, director and/or manager, or any position capable of influencing decisions of companies, businesses (including sole proprietorships), private or public entities, if they are in one of the situations described in the previous point with respect to the Italtel Group.
- c) having business relationships (e.g., financing, insurance, consulting, etc.) with companies, businesses, private or public entities, and, in general, with anyone who is in one of the situations described in point a).

- d) being related by family or affinity (pursuant to articles 74 to 78 of the Civil Code) to persons who are in the situations described in the previous points.
- e) being subject to any restrictions or prohibitions arising from applicable regulations regarding “*revolving doors*”, “*cooling-off*”, “*pantouflage*” ¹ or similar disciplines in any applicable jurisdiction.
- f) holding the position of employee or representative of public administrations, authorities or public bodies, as well as maintain subordinate or similar employment relationships with the same, pursuant to the legislation applicable in any jurisdiction.

Declarations must be prepared using the template attached. The information provided will be processed exclusively by the functions responsible for their evaluation and solely for the internal purposes set out in this policy.

3 PERSONNEL REQUIRED TO SUBMIT THE DECLARATION

This policy applies to the following individuals belonging to companies of the Italtel Group or acting on their behalf, including those operating under a collaboration contract:

- executives;
- personnel delegated with signing authority or representation powers;
- personnel who, based on their corporate position, the activities performed, the relationships maintained with external entities, or the powers delegated to them, may find themselves in a situation of potential conflict of interest.

4 OPERATIONAL CRITERIA

The personnel indicated in the previous point must sign the declaration referred to in point 2). The same personnel must promptly communicate any changes that may occur with respect to what was originally declared.

¹ This refers to the transfer of individuals from public positions to roles in the private sector that may generate conflicts of interest, undue competitive advantages or violation of any cooling-off periods provided for by applicable legislation.

The signed declarations must be sent by e-mail to the attention of the Head of Legal & Compliance function (hereinafter, L&C).

In the case of hiring or appointment of new executives or change of role of the subjects indicated in point 3, the Human Resources & Organization function (hereinafter, HR&O) will promptly send the relevant information together with the names to the L&C function, which will request the declaration referred to in point 2) from those concerned. In the case of new powers being granted to personnel of the Italtel Group, the Legal&Compliance function, in agreement with the HR&O function, will verify the names subject to this Regulation.

In the case of "positive" declarations (i.e., when the conditions referred to in point 2) occur), the head of the L&C function involves the heads of the HR&O and Internal Audit functions in order to assess possible interferences with the interests of the Group and any actions to be taken, in compliance with current laws, for the management of the conflict to protect the interests of the Group itself.

In order to keep the database constantly updated, for individuals who have issued their declaration more than two years ago, the L&C function will request a new issuance.

ITALTEL S.P.A.

Eng. Carlo Filangieri
Chief Executive Officer e General Manager

ANNEX – CONFIDENTIAL DECLARATION

The undersigned

employed by the Company

classified within the Function

and responsible for

declares

- ☐ to have read and understood the provisions of the policy “Regulation of cases of conflict of interest for the personnel of the Italtel Group”;
- ☐ **to not be** in the conditions referred to in paragraph 2 of the aforementioned policy;;
or
- ☐ **to be** in the conditions referred to in paragraph 2 (points a, b, c, d, e, f) of the aforementioned policy; specifically:
- point 2a): see annex no. _____
 - point 2b): see annex no. _____
 - point 2c): see annex no. _____
 - point 2d): see annex no. _____
 - point 2e): see annex no. _____
 - point 2f): see annex no. _____

Assumes full responsibility for the truthfulness and completeness of this declaration and for promptly communicating any subsequent changes.

This declaration is issued with a confidentiality constraint,
for the purpose of preventing possible conflicts of interest and ensuring compliance with applicable regulations.

The personal data collected under this Company Policy are processed to prevent and manage conflicts of interest and ensure compliance with applicable regulations.

Personal data collected under this Company Policy is processed to prevent and manage conflicts of interest and ensure compliance with applicable regulations.

The processing is based on compliance with legal obligations and the Company's legitimate interest in protecting its integrity and reputation pursuant to Article 6, paragraph 1, letters c) and f) of the GDPR.

The data is processed in compliance with the principles of lawfulness, fairness, transparency, data minimization, and proportionality exclusively by the competent functions, the Supervisory Body, and the Authorities (where applicable) for the purposes indicated above and is retained for the time necessary to achieve the aforementioned purposes, in compliance with applicable legislation.

Best regards.

(signature)

(date)

Reserved for Company Management

Company

Remarks

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Date

Signature