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Chapter 1 - Description of Decree 231

Paragraph 1 - Introduction to Decree 231/2001

Italian Legislative Decree no. 231 of 8 June 2001 (the "Decree") introduced the administrative liability of legal entities, companies and associations, also those lacking legal personality (the "Entity" and, in the case of Vodafone Italia, the "Company"), for specific types of crimes committed - in the interest or for the advantage of the Entity - by people who have particular management or collaboration relationships with the Entity. The purpose of the provision is to facilitate the identification of the party effectively responsible for the criminal conduct and enable the Company, if it is really opposed to that conduct, to separate its liability from that of the perpetrator who - against the will of the Company, although presumptively in its interest - violated the rules laid out by the Company and thus committed the offence in question. And at the same time, hold the Company liable if, instead, it does not implement an organisational structure that clearly separates those liabilities.

The liability of Entities is expressly defined as "administrative", although the liability in question is substantially criminal in nature. It is additional to the criminal liability of the parties-natural persons who actually carried out the unlawful deed.

The following parties can concretely commit the offences set forth in the Decree:

- persons with the functions of representation, administration or management of the Entity or one of its organisational units with financial and functional autonomy; as well as persons who exercise, even de facto, the management and control of the entity (those in "top" positions);
- persons subject to the management or supervision of one of the parties in a "top" position; this category includes employees and parties who, although they may not be employees, have a duty to perform under the management and control of top parties (third parties who operate, even outside the corporate organisation, by order and on behalf of the Entity).

In addition, the offences taken into consideration by the Decree must be committed in the interest or for the advantage of the Entity; having acted "in one's own exclusive interest or in the exclusive interest of third parties" in fact precludes the Entity's liability.

The spectrum of offences set forth by the Decree (the "Predicate Offences"), originally only in relation to the Public Administration, has expanded considerably over time. At the date of approval of this document, the Predicate Offences are divided into the categories specified below:

- offences against the public administration (arts. 24 and 25);
- cyber-crimes (art. 24-bis);
- organised crime (art. 24-ter);
- counterfeiting currency, public paper, revenue stamps and instruments or distinctive signs (art. 25-bis);
- crimes against business and commerce (art. 25-bis.1);
- corporate offences (art. 25-ter);
- crimes for the purpose of terrorism or subversion of democracy (art. 25-quater);
- mutilation of the female genital organs (art.25-quater.1);
- offences against the individual (art. 25-quinquies);
- market abuse (art. 25-sexies);
- negligent homicide and serious or very serious injuries committed with the violation of occupational health and safety protection regulations (art. 25-septies);
- offences of receiving stolen goods, money laundering and using ill gotten money, goods or benefits, as well as self-laundering (art. 25-octies);
- copyright violations (art. 25-novies);
- persuasion to not make statements, or to make false statements, to the judicial authority (art. 25-decies);
- transnational offences (art. 10, Law no. 146 of 16 March 2006);
- environmental offences (art. 25-undecies);
- offence of employing illegally staying third-country nationals (art. 25-duodecies).

The main penalties impact the Entity's assets and its freedom to act: these include financial penalties, on one hand, and bans (e.g., suspension of activity, exclusion from facilitations, etc.), on the other. The Decree also lays out the accessory penalties of sequestration and the publication of the decision.

The Decree governs the system of liability of the Entity, also in the case of events such as transformation, merger, spin-off and transfer of the company.

The Entity is liable, with its assets, to pay the fine. However, its shareholders or associates do not bear liability.

If the Entity is transformed, it retains liability for offences committed before the date on which the transformation became effective. The penalties applicable to the original Entity for deeds committed before the transformation will therefore be imposed on the new Entity.

In the case of a merger, the Entity resulting from the merger, including by incorporation, is liable for the crimes for which the Entities that participated in the transaction were liable. If this took place before the conclusion of the proceedings to ascertain the liability of the Entity, the judge must take into account the economic conditions of the original Entity and not those of the Entity resulting from the merger.

In the case of the transfer or contribution of the business within which the crime was committed, without prejudice to the benefit of first taking action against the transferring Entity, the transferee bears joint and several liability with the transferring Entity for the payment of the fine, within the limits of the value of the company transferred and within the limits of the fines shown in the obligatory accounting records, or of which the transferee was aware in any event. In any case, the bans apply to Entities that retained or were transferred, also in part, the business unit within which the crime was committed.

**Paragraph 2 - The responsible corporate parties**

The Company carries out its corporate initiatives through:

- persons who perform functions of “first-level” representation, administration or management;
- persons who collaborate, in that they are employees, and to whom part of the functions assigned to the persons referred to in the previous point are assigned;
- third parties to whom the duty of acting on behalf of the Company is assigned as part of quasi-employment relationships.
All of the persons mentioned above are engaged and identified via service orders or, in the case of third parties, through dedicated contracts. These persons may, even unknowingly, violate legal standards with criminal significance for the Company if they do not follow the requirements described in Chapters 2 and 3. Therefore, the Company is first and foremost concerned with creating organisational, procedural and supervisory conditions that can generally prevent the commission of offences.

When, despite this, the Company - as represented above - is impacted by the commission of offences, the Decree releases it from liability - without prejudice to the sequestration of any unlawfully received gains - if it can prove that:

- the management body adopted and effectively implemented, before the commission of the act, organisation and management models suited to prevent the offences of the type that occurred;
- the duty of supervising the functioning and observance of models and handling their updating was assigned to a body with autonomous powers of initiative and control (Supervisory Body or "SB");
- those who committed the offence did so by fraudulently evading the company's organisation and management rules;
- **the SB did not fail to or insufficiently supervise.**

In the case of offences committed by parties in a subordinate position, the Company may be held liable only if it is found that the commission of the offence was made possible by the insufficient attention paid to management or supervisory obligations. In this case, it is considered veritable "negligence in the organisation". In this case, it is presumed that the Company indirectly permitted the commission of the offence by not supervising - or not effectively supervising - the activities and parties at risk of commission of a Predicate Offence. In this regard, it should be highlighted that the Company also bears liability when the perpetrator of the offence, simply, has not been identified.

The Company may be attributed liability, also on the grounds of participation, with third parties that enter into business relations on its behalf. Therefore, it is necessary to monitor their conduct as well to ensure that it remains consistent with the provisions of the Decree. Therefore, in the relative engagement letters or supply agreements, the Company shall refer to the commitments assumed with this Model 231 - also providing a copy of it through the institutional website www.vodafone.it - and recommend compliance with them, at the very least in relationships regarding the Company, and include dedicated contractual clauses setting out the order to precisely comply with the above-mentioned provisions as well as the application of penalties - including termination of the contract - depending on the severity of the violation.

Based on the above, it can be inferred that anyone who acts on behalf of the Company, in the position of director, employee or third party, is required to know and apply the instructions described in general in this Chapter 1 of the Model 231 and formulated with greater precision in Chapters 2, 3 and 4, below. If, in working on behalf of the Company within the scope of the functions assigned, the party in question commits an offence following the violation of the prescriptions laid out in the Model 231, this party shall be held personally criminally liable, while the Company shall be released from liability.

**Paragraph 3 - The Organisational Model pursuant to Decree 231/2001: scopes and prescriptions**

The Company shall be held harmless if it prepares - and works to verify the effective implementation and subsequent functioning of - an organisational model pursuant to Italian Legislative Decree 231/2001 (the "Model 231"). This consists of a set of rules that guide company activities in keeping with the provisions of the Decree and aim to prevent the commission of Predicate Offences.
With the adoption of this document, the Company, on one hand, complies with the provisions of the Decree; on the other, it makes the existing internal control and corporate governance system as efficient as possible. The Model 231 therefore aims to:

- create, in all those who operate in the name and on behalf of the Company in sensitive activities pursuant to the Decree, the awareness that, if they violate provisions of law, they could commit an offence that may entail penalties against them and against the company (if it has not prevented and has benefited from the commission of the offence);
- identify the activities within the scope of which the offences may be committed;
- identify financial resource management procedures which are suitable for preventing commission of the Predicate Offences;
- remind people that unlawful conduct is condemned by the Company in that it is contrary to provisions of law as well as the principles of the corporate Code of Ethics followed by the Company;
- lay out specific procedures to plan the Company's taking and implementation of decisions in relation to the crimes to be prevented;
- provide for information obligations with respect to the SB;
- allow for internal monitoring and control actions focused in particular on the areas of the company most exposed to the commission of the Predicate Offences to prevent and obstruct the commission of those offences;
- highlight that a disciplinary system will be implemented - and actually implement it - to penalise failure to comply with the measures set forth in the Model 231.

In preparing the Model 231, the Company was inspired by the 2014 Confindustria (Italian Manufacturers' Federation) Guidelines, according to which the first objective for the creation of a Model 231 is the "establishment of procedures governing activities that entail the risk of an offence, in order to prevent it from being committed". Within this framework, it has adapted those Guidelines to the specific context in which it operates, its structure and the activities actually carried out, and the nature and size of its organisation. The Company conducted a preliminary analysis of its corporate context and subsequently an analysis of the business areas with potential risk profiles in relation to the commission of the offences set forth in the Decree. In particular, the following were analysed: its market, the organisational chart, the existing corporate governance system, the system of powers of attorney and delegations, existing legal relationships with third parties, also with reference to service agreements governing intercompany transactions, the company's operating context, practices and procedures formalised and distributed within the Company for the execution of transactions relating to it.

In order to prepare this document, the Company therefore:

- identified sensitive activities, i.e., those areas in which the Predicate Offences could be committed, through interviews with the heads of the corporate functions and an analysis of the company's organisational charts and the system for the allocation of responsibilities;
- carried out a self-assessment of the risk of the commission of offences and on the internal control system ("control and risk self-assessment") suitable to intercept unlawful conduct;
- carried out the gap analysis, i.e., a detailed analysis of the company's procedures and operating processes;
- identified the adequate oversight mechanisms necessary to prevent the offences specified in the Decree or to mitigate the risk of them being committed.
After the activities described above, the Company prepared a set of rules that must be followed by all people, employees or otherwise, who operate on behalf of the Company, in performing their functions, assigned via service orders or specific contractual arrangements. These rules are set forth in Chapter 2 and illustrated in Chapters 3 and 4. In particular:

- Chapter 2 describes the prevention and supervisory measures put into place by the Company to prevent the commission of offences (the "Organisational Model 231 of Vodafone Italia") and, if those offences are in any event committed, to be released from liability in that it will be capable of demonstrating that it took all required measures to guarantee a priori the legality of its operations;

- Chapter 3 summarises the offences that are relevant for the purposes of Italian Legislative Decree 231/2001, called Predicate Offences, and provides minimum standards of conduct to be followed by those who act on behalf of the Company to prevent the commission of offences. These standards are at times referred to as a "protocol". This term "protocol" refers to the general principles of conduct to be respected and implemented as well as - more specifically - the periodically updated ad hoc company procedures that lay out a series of actions and controls to be put into place to manage the most significant corporate events. Considering that not all phases of corporate life can be fully described and formalised in procedures, those of minor importance not included in specific procedures must be oriented towards following the general principles of conduct that the Company transmits through its Code of Ethics and the Model 231. Chapter 3 closes with an outline, which is not necessarily exhaustive and may be subject to any additions deemed appropriate by those responsible, meant to help the reader by providing a quick overview of potentially risky activities and the offences with which they may be associated.

- Chapter 4 contains the internal penalty system which is applied irrespective of whether any criminal proceedings are lodged against the relative party responsible and is meant to guarantee the proper conduct of the company’s business.
Chapter 2 - Organisational Model 231 of Vodafone Italia SpA

Art. 1 - Subjective profiles

1.1 The Company Vodafone Italia SpA, with registered office in Ivrea (TO), (the "Company"), adopts the following Model 231 in order to obtain the benefits set forth in art. 6 of Italian Legislative Decree no. 231 of 8 June 2001 (the "Decree").

1.2 The Company operates in the digital communication services sector; it is part of the Vodafone Plc Group, listed on the London and New York stock exchanges, and is therefore subject to the rules of the Sarbanes-Oxley Act ("SOX"); it has adopted a Code of Ethics (published on the www.vodafone.it website in the Vodafone-Italy/About-us/Our-organisation/code-of-conduct section); it complies with the rules of the Italian Civil Code and is governed by the Articles of Association in force.

1.3 The Company's management is assigned to a Board of Directors which delegates operating functions to the Managing Director; the corporate activities are subject to the control of the Board of Statutory Auditors; accounting control is assigned to an auditing firm that is international in scope; the company prepares its financial statements in accordance with IFRS for inclusion within the Group's consolidated financial statements and financial statements prepared in accordance with the rules of the Italian Civil Code, to be filed at the competent public offices.

Art. 2 - Formation of the Supervisory Body

2.1 The Model 231 is adopted - and, if applicable, amended - by resolution of the Board of Directors.

2.2 The duty of supervising the functioning and observance of the Model 231 is assigned to a supervisory body (the "SB"), appointed by the Board of Directors and endowed with autonomous powers of initiative and control.

2.3 The chairman of the SB is specified in the appointment resolution.

2.4 The Board of Directors informs the persons linked to the Company by a continuous working relationship of the existence of the Model 231 as well as the role and powers of the SB.

Art. 3 - Composition and functioning of the Supervisory Body

3.1 The members of the SB may vary from a minimum of 3 (three) to a maximum of 5 (five).

3.2 The SB is legitimately constituted with the presence of the majority of its members and passes resolutions with the favourable vote of the majority of those present. In the event of a tie vote, the motion that receives the vote of the Chairman shall prevail.

Art. 4 - Ethical requirements for the appointment of the members of the Supervisory Body

4.1 Only natural persons who fulfil adequate requirements of integrity and professionalism may be appointed to the SB.

4.2 Persons who have been convicted of offences against property or of the abusive exercise of commercial activity set forth in arts. 513 et seq. of the Criminal Code and persons who do not have a sufficient technical background - in the respective field of responsibility - taking into account the complexity and size of the Company, cannot be appointed.

Art. 5 - Professional requirements for the appointment of the members of the Supervisory Body

5.1 The members of the SB must have adequate characteristics of autonomy and independence.

5.2 However, any persons linked to the Company by an employment relationship may be appointed to the SB provided that they: (i) do not represent the majority of members of the SB and (ii) their appointment to the SB is specifically justified by the role held within the company's organisation.

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Art. 6 - Autonomy of the Supervisory Body

6.1 The SB (i) acquires in full autonomy information on the specific operating procedures of the Company, on the effective existence of delegations of powers and on the behavioural guidelines provided to delegates; (ii) verifies the consistency of their conduct with the instructions received; (iii) periodically informs the Board of Directors on the outcome of these investigations.

6.2 In any case, the SB promptly receives the reporting generated by the Internal Audit Office and relevant information from the Managing Director and its delegates pursuant to art. 10.1.

Art. 7 - Relations between the Supervisory Body and the Board of Directors

7.1 On an annual basis, the SB presents the results of its activities to the Board of Directors and provides it with information on the adequacy, updating and effective functioning of the Model 231.

7.2 If, during its supervisory activity, the SB verifies the existence of significant anomalies which conflict with compliance with the Model 231, it informs the Board of Directors without delay and monitors the promptness and consistency of the remedy it adopts.

Art. 8 - Activities within the scope of which the Predicate Offences may be committed

The activities within the scope of which the Predicate Offences may be committed are identified in Chapter 3.

Art. 9 - Disclosure and liability of Third Parties

9.1 The activities within the scope of which the Predicate Offences may be committed may also regard third parties to whom the duty of acting on behalf of the Company is assigned as part of quasi-employment relationships - as in the case of workers on temporary contracts or agents - or other collaboration relationships - as in the case of consultants or commercial partners - (hereinafter all referred to as “Third Parties”). Third Parties are (i) informed of the commitments made by the Company through the Model 231; (ii) bound, at the time of assignment of the relative engagement, to compliance with the Model within the context of relations undertaken on behalf of the Company; (iii) subject to a specific penalty system; (iv) obliged to inform their employees and associates of the behavioural criteria and restrictions applied by the Company via its Model 231.

9.2 Responsibility in the management of relations with Third Parties for the purpose of the application of the Model 231 is attributed to the person specifically delegated.

Art. 10 - Information, training and updating on Decree 231

10.1 Information, training and updating relating to the prevention of Predicate Offences are provided at least once per year by the Personnel Office, which maintains official notices relating to the programmes carried out and those to be carried out, with an express indication of the parties invited to participate and those who actually took part.

10.2 Third Parties are also invited to participate in the training and updating initiatives.

10.3 The Personnel Office reports to the SB once per year regarding these training initiatives.

Art. 11 - Relations with Sensitive Parties

11.1 The Company informs the SB if extraordinary commercial relations are established or engaged in with sensitive parties (“Sensitive Parties”). Sensitive Parties are those persons who, in relation to their specific role or their personal relationship with persons that have such specific role, can significantly influence the corporate activities so as to motivate particularly favourable treatment in their regard.
11.2 As it is possible that the identification of a Sensitive Party may not be immediate, the disclosure required in paragraph 1 must be provided by the Managing Director or by the delegate within 30 days of becoming aware of this situation.

Art. 12 - Communications to the Supervisory Body

The SB activates a communication system that allows Company personnel to report, including on a confidential basis, facts that are potentially relevant in terms of the commission of the Predicate Offences. In any case, the SB must be provided with information regarding:

1. The request, disbursement and use of public financing;
2. Requests for legal assistance sent by employees, directors and statutory auditors, including of subsidiaries, for offences included within the scope of the Decree;
3. Measures and/or news coming from bodies of the criminal police, or any other investigating authority, which indicate that investigations are being conducted, including on unidentified people, for offences pursuant to decree 231/2001 associated with the Company or its subsidiaries.
4. Activation of internal commissions in relation to conduct that could result in the offences laid out in the Decree.
5. Disciplinary proceedings activated and possible penalties ordered with reference to facts identified pursuant to point 4 above;
6. The outcomes, if relevant, of the controls carried out on engagements assigned to Third Parties.

Art. 13 - Penalty system

In the case of failure to comply with the procedures set forth in the Model 231, different penalties are applied based on the role held, distinguishing between: (i) executive personnel; (ii) other employees; (iii) directors and statutory auditors; (iv) Third Parties. The criteria for determining and the procedures for applying the applicable penalties are laid out in Chapter 4.

Art. 14 Significance of the other chapters

The other chapters of the document of which this section is part form an integral and substantial part of the Model 231.
Chapter 3 - Activities that may give rise to predicate offences

Section A. Offences in relations with the Public Administration

The offences in question (art. 24 and 25 of the Decree) include those of (i) undue receipt of public funds, (ii) fraud to the detriment of the State or a public entity, (iii) cyber fraud to the detriment of the aforementioned parties, (iv) abuse of position (public officials who induce private parties to pay them), (v) bribery (the public official who accepts compensation offered by a private party), (vi) inducement of bribery.

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001

As set forth in art. 6, subsection 2, letter a) of Italian Legislative Decree 231/2001, the activities of Vodafone that could be considered "sensitive" with reference to the risk of commission of the offences referred to in arts. 24 and 25 of Italian Legislative Decree 231/2001 have been identified.

The activities in question are summarised below:

1.1 Sale of goods and/or services to the Public Administration
1.2 Management of relationships with the Public Administration to obtain authorisations and licences for the conduct of company activities
1.3 Management of legal and out-of-court disputes
1.4 Management of relationships with the Public Administration during audits/inspections
1.5 Management of public/institutional activities
1.6 Acquisition and/or management of contributions/subsidies/loans granted by public parties
1.7 Negotiation and stipulation with public parties of agreements instrumental to the development/management of the network and the performance thereof
1.8 Management of occasional relations with the Public Administration
1.9 Projects with "high interaction" with public parties (for example, partnership with the Public Administration, Temporary Consortium)
1.10 The supply of the obligatory services set forth in art. 96 of Italian Legislative Decree 259/2003 (Electronic Communications Code) and the relative invoicing/collection activities - Communication of data to the Ministry of Communications for the definition of rates for the obligatory services established by art. 96 of Italian Legislative Decree 259/2003 (Electronic Communications Code)
1.11 Management of the administrative procedure for own patents and trademarks
1.12 Management of receivables due from the Public Administration
1.13 Cash flow management (collections and payments)
1.14 Management of expense accounts and entertainment costs
1.15 Management of relations with the Vodafone Foundation
1.16 Management of activities for the purchase of goods and services and consulting (including the selection of suppliers/consultants and entering into agreements)
1.17 Management of personnel selection and hiring activities and bonus system management
1.18 Management of corporate benefits and company assets for commercial/product development activities
1.19 Management of commissions/fees
1.20 Management of donations
1.21 Management of events and sponsorships
1.22 Management of taxation

Paragraph 2 - Company operating procedures
Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section B. Corporate Offences
The offences in question (art. 25-ter of the Decree) include those of (i) false corporate communications, (ii) obstructed control, (iii) fictitious capital formation, (iv) undue distribution of profits and/or corporate assets, (v) stock manipulation, (vi) hindering the exercise of supervisory activities, (vii) bribery between private parties.

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001
The "sensitive" activities are listed below:

1.1 Bookkeeping, preparation of the separate and consolidated financial statements and interim financial reports
1.2 Management of relations with the Board of Statutory Auditors, the auditing firm and other corporate bodies; preparation, management and conservation of documents over which they may exercise control
1.3 Management of company requirements relating to capital and ownership interest transactions
1.4 Communications to public supervisory authorities and management of relations with them
1.5 Management and external communication of news/data relating to the Vodafone Plc Group
1.6 Cash flow management (collections and payments)
1.7 Sale of goods and/or services
1.8 Trading of voice and data terminations
1.9 Management of expense accounts and entertainment costs
1.10 Management of intercompany transactions
1.11 Management of relations with the Vodafone Foundation
1.12 Management of activities for the purchase of goods and services and consulting (including the selection of suppliers/consultants and entering into agreements)
1.13 Management of personnel selection and hiring activities and bonus system management

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1.14 Management of corporate benefits and company assets for commercial/product development activities

1.15 Management of commissions/fees

1.16 Management of donations

1.17 Management of events and sponsorships

1.18 Management of taxation

Paragraph 2 - Company operating procedures
Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section C. Offences against the Individual
The offences in question (art. 25-quinques of the Decree) include those of (i) enslavement, trade and commerce of the relative victims, (ii) prostitution of minors, (iii) child pornography, (iv) child grooming.

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001
The potentially "sensitive" activities of Vodafone are listed below:

1.1 Acquisition of content
1.2 Provision of content

Paragraph 2 - Company operating procedures
Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section D. Offences of negligent homicide and personal injuries committed with the violation of occupational health and safety protection regulations
The offences in question (art. 25-septies of the Decree) include those of negligent homicide or serious injuries committed with the violation of occupational health and safety regulations.

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001
To first define the "sensitive" activities, pursuant to Italian Legislative Decree 231/2001, it is necessary to consider the activities within which accidents may take place and those within which members of the organisation may commit a crime due to the negligent violation of the regulation and the prevention measures in place to protect health, hygiene and safety in the workplace. To that end, the Company has deemed it strategic to take the lead from two important control and management tools:
• the risk assessment set forth in regulations in force on the protection of health and safety;
• the BS OHSAS 18001:2007 standard.

The risk assessment helps to identify the conditions in which it is reasonably possible that the harmful events may take place.

The prevention procedures and protocols may be found on the company’s SPP server; the full list of significant documentation regarding this theme is provided in the document: "Summary sheet of documentation”.

The sensitive activities identified with reference to the offences referred to in art. 25-septies of Italian Legislative Decree 231/2001 are broken down as follows:
• Activities at risk of accidents and occupational illness;
• Activities at risk of offences, or at risk of the negligent violation of rules and measures in place on health, safety and hygiene in the workplace.

The activities within which accidents may take place are taken from the Risk Assessment Document. The process of assessing risks within Vodafone activities and the criteria and methodologies used are reported in the Procedure “The process of assessing risks in Vodafone activities - Criteria and methodologies”.

Paragraph 1.1 - Activities at risk of offences

The activities that may potentially give rise to the offences pursuant to art. 25-septies of the Decree, in that their omission or ineffective implementation could amount to liability of the Company due to negligence, are listed below.

1.1.1 Risk assessment and resulting prevention and protection measures: this is the main instrument for defining situations that may give rise to accidents and incidents.

1.1.2 Definition of resources, roles and responsibilities regarding activities that ensure the safe implementation by workers of procedures and working instructions: addresses the management decisions necessary for the implementation of the controls and the instructions given to carry out work in safe conditions.
1.1.3 Health surveillance activities.

1.1.4 Skill, information, training and awareness of workers: activities for transmitting information to and instructing personnel.

1.1.5 Contract management: coordination procedures to check the party executing work, which must meet suitable and verified technical/professional requirements.

1.1.6 Controls on procurement, acquisition of documentation and certifications required by law: allows for the preliminary evaluation of the "impact" of procurement in work environments.

1.1.7 Maintenance activities to ensure compliance with applicable technical and health and safety standards.

1.1.8 Procedures and operating instructions for the control of particular risks: makes it possible to conduct analyses and controls and define best practices for checking specific risk areas.

1.1.9 Emergency management: defines procedures meant to face conditions of serious and immediate danger; requires the availability of equipment, instruments, devices and systems that can discourage or limit the harmful effects of a situation of serious and immediate danger.

1.1.10 Management of documentation and registration systems to guarantee activity tracking: allows for the implementation of the proper documentation management system in order to guarantee the tracking of decision-making processes.

1.1.11 Identification and management of collective and/or individual protection measures to limit or eliminate risks.

1.1.12 Communication, participation and consultation activities, management of periodic safety meetings, consultation of workers' safety representatives: allows for internal communication between the various levels and functions of the organisation, communication with suppliers and any other visitors to the workplace, as well as worker participation.

1.1.13 Identification of the applicable regulatory provisions to be complied with to ensure respect for technical/structural standards: allows for the identification of reference regulations to ensure compliant management of the occupational health and safety system.

The list of sensitive activities is updated, in light of any new prevention requirements, based on the procedures laid out in this Model 231.

Paragraph 2 - The safety and prevention activity management system and the relative controls

Paragraph 2.1 - General principles

This Model 231 is not meant to replace the legal prerogatives and liabilities of the parties identified by Italian Legislative Decree no. 81 of 9 April 2008 and the other regulations applicable in the case in question. Instead, it constitutes an additional oversight mechanism to check and verify the existence, effectiveness and adequacy of the structure and organisation put into place in compliance with special regulations in force on accident prevention and the protection of occupational health and safety.

One of the prerequisites of the Model 231 for the prevention of workplace accidents is compliance with several principles and particular conduct by the Company's workers, as well as any external parties legitimately located on the Company premises. In particular, all workers and all parties legitimately located on the Company premises must (art. 20 of Italian Legislative Decree 81/2008):
a) in line with their training and experience, as well as the instructions and means provided or prepared by the employer, not adopt imprudent conduct with regard to the safeguarding of their own health and safety;

b) comply with regulations and internal company procedures for collective and individual protection, in particular conducting all appropriate controls and activities suited to safeguard the health and safety of external associates and/or outside personnel that may be present in the workplace;

c) properly use machinery, equipment, tools, hazardous substances and compounds, means of transport and other work equipment, as well as safety devices;

d) appropriately use the personal protection equipment made available;

e) immediately report to the person on duty (based on the responsibilities assigned) anomalies in the means and devices mentioned in the previous points, as well as any other hazardous conditions of which they become aware;

f) take direct action, when a danger is identified and only in urgent situations, to the extent possible and in line with their own abilities;

g) submit to the required health examinations;

h) participate in the required training activities;

i) contribute to the fulfilment of all obligations imposed by the competent authority or in any event necessary to protect the health and safety of workers in the workplace.

**Paragraph 2.2 - Prevention protocols**

Without prejudice to the fact that the Risk Assessment Document lays out specific measures for the prevention of accidents or occupational illness, reference is made to the full job descriptions reported in the "Summary sheet of documentation", which constitute a supplement to the Risk Assessment Document. As regards prevention measures for activities at risk of offence, as identified above, or those behaviours that may constitute the Company's negligence in relation to accidents at work, the principles and protocols laid out below apply:

**2.2.1 Risk assessment and development of the resulting prevention and protection measures**

Risks must be identified and reported fairly and in compliance with the principle of truthfulness, comprehensiveness and accuracy. Binding regulations assign this responsibility to the employer, who relies on the support of other parties such as the Prevention and Protection Service Manager and the company physician after consulting with the workers' safety representative.

All data and information needed for the risk assessment and as a result for the identification of protection measures (e.g., technical documentation, instrumental measurements, internal survey results, etc.) must be clear and complete and provide a truthful overview of the status of the Company.

The data and information are gathered and processed promptly, under the supervision of the employer, possibly through parties it has identified who meet the appropriate requirements, which are certifiable in the required cases, of technical and, if necessary, instrumental skill. Upon request, any documents and sources from which the information was taken must be transmitted along with the data and information.

The preparation of the Risk Assessment Document and the plan of prevention and protection measures is a duty that cannot be delegated by the employer and must be carried out on the basis of criteria defined beforehand, in compliance with the provisions of art. 28 of Italian Legislative Decree 81/2008. Such criteria, constituting a supplement to that documentation, contemplate, *inter alia*, the following aspects:
• routine and non-routine activities;
• the activities of all people who have access to the workplace (including external);
• human behaviour;
• dangers coming from the outside;
• dangers linked to operations or created in the surrounding environment;
• infrastructure, equipment and materials present in the workplace;
• changes made to processes and/or to the management system, including temporary changes, and their impact on operations, processes and activities;
• any applicable legal obligations on the topic of risk assessments and the implementation of the necessary control measures;
• design of work environments, machinery and plants;
• operating and working procedures.

2.2.2 Definition of resources, roles and responsibilities regarding activities that ensure the safe implementation by workers of procedures and working instructions

Suitable technical/professional requirements, which may also be based on specific regulatory provisions, are pre-established for all persons identified for the management of occupational health and safety issues; these requirements are met before the person is assigned this role and may be fulfilled by attending specific training activities; they must be maintained over time.

Specific responsibilities are assigned on a certain date and in written form by fully defining the characteristics and limits of the assignment and identifying any spending powers.

In general, for example:
• management, coordination and control responsibilities are formalised within the Company;
• the parties set forth by regulations on occupational health and safety (including, for work sites, the parties set forth in title IV of Italian Legislative Decree 81/2008) are properly appointed and the powers necessary to carry out the role they are assigned are properly conferred upon them;
• the system of delegations and signing and spending powers is developed consistently with the responsibilities assigned;
• the assignment and exercise of powers within a decision-making process is consistent with the positions of responsibility and with the relevance and/or criticality of the underlying risk situations;
• the person who makes or implements decisions and the person called upon to carry out the controls on them required by law and by the control system procedures cannot be the same person;
• those responsible and/or appointed pursuant to regulations in force on occupational health and safety have adequate and effective skills in that area.

2.2.3 Health surveillance activities
Before the assignment of any duty to workers, it is necessary to check the relative requirements as regards technical aspects (see the next sensitive activity: skill, information, training and awareness of workers), and as regards health aspects, if identified during the risk assessment.

Suitability is verified by the Company physician who, based on the instructions provided by the employer and on the basis of his or her knowledge of the workplace and the work to be done, verifies beforehand the suitability of worker health by issuing judgements of total or partial fitness or unfitness for the duty. Based on the type of work required and the results of the preliminary examination, the company physician defines a health surveillance protocol to be applied to the worker.

The "Health surveillance" procedure, to which reference is made, identifies procedures for implementing health surveillance protocols.

### 2.2.4 Skill, information, training and awareness of workers

All personnel must receive appropriate information on the proper methods for carrying out their duties, are trained and, in the cases required by regulations, instructed. Documented verification of such training and/or instruction is required. The training activities are provided in a range of manners (e.g., classroom training, e-learning) defined based on the Company's decisions and what is required by regulations in force.

It may be necessary to follow specific regulatory provisions in selecting the instructor.

In all cases, information, training and instruction activities are documented; documentation regarding personnel training is registered and may be used in order to assign new duties.

Training activities are carried out in order to:

- guarantee, including through appropriate planning, that any person under the control of the organisation is skilled on the basis of adequate instruction, training or experience;
- identify training requirements connected with the performance of activities and provide training or consider other actions to satisfy these requirements;
- evaluate the effectiveness of training activities or any other actions implemented, and maintain the relative records;
- guarantee that personnel are made aware of the actual or potential impact of their work, the proper conduct to be adopted and their roles and responsibilities.

### 2.2.5 Contract management

Contracted work and services are governed by art. 26 and Title IV of Italian Legislative Decree 81/2008.

The party carrying out the work must meet suitable technical/professional requirements, which may be verified through registration in the Chamber of Commerce. It must demonstrate compliance with insurance and social security obligations with respect to its personnel, possibly by presenting the Single Insurance Contribution Payment Certificate. If necessary, the contractor must also present the dedicated report to INAIL for any total or partial changes in the activity already insured (based on the type of activity requested and on the basis of the information provided by the Company).

In the cases contemplated by law, when its activities are complete the contractor must issue the declaration of conformity with industry standards.

Particularly with reference to external parties supplying, installing and maintaining machines, plants and any type of safety mechanism and work equipment to be carried out or installed within areas placed under the legal responsibility of the Company’s employer, specific oversight mechanisms are put into place which envisage:

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**Vodafone Italia SpA**

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• supplier verification procedures that also take into account their and their workers’ compliance with safety procedures;
• the definition of the area of intervention and its impacts within a written contract;
• the definition of access to and activities performed at the site by third parties, with a specific evaluation of the interference risks linked to their presence and the relative preparation of the required coordination documentation (e.g., Single Interference Risk Assessment Document, Coordination and Safety Plan) signed by all external parties involved and promptly adjusted in the event of changes in the requirements of the intervention;
• contractual clauses regarding any failure to fulfil safety requirements by the workers of third parties at company sites, which require the activation of dedicated reporting and the application of penalties;
• systems for identifying the presence of third-party workers on the company site and checking the hours of work effectively completed and compliance with company safety standards, as possibly supplemented by the contracts;
• formalisation and tracking of controls by officers and the employer of compliance with the oversight mechanisms listed above.

2.2.6 Controls on procurement, acquisition of documentation and certifications required by law

Equipment, machinery and plants are acquired after evaluating their requirements relating to health and safety.

Equipment, machinery and plants must comply with regulatory provisions in force (e.g., CE marking, declaration of conformity issued by the installer, etc.). If necessary, based on the applicable legislative provisions, they may begin operating only after initial inspection or certification procedures.

Workers must be adequately trained and/or instructed before using new equipment, machinery or plants.

Acquisition activities are carried out with the goal of:

• defining the criteria and methods for the qualification and verification of supplier requirements;
• defining methods for verifying the conformity of the equipment, plants and machinery to be acquired with regulations in force (e.g., CE marking), as well as the criteria and methods for evaluating acceptability requirements;
• establishing, when applicable, the methods for completing controls upon delivery and the initial inspections and certifications necessary to start operations.

For the acquisition of services, including intellectual services (e.g., acquisition of design services to be provided in favour of the company or any customers), before assigning the engagement the company first evaluates the skills of its suppliers, also on the basis of prior experience and any binding requirements (e.g., registration in professional registers). The Company monitors their operations in accordance with the methods established in its internal procedures. If the activities conducted by those parties may have impacts on worker health and safety risk exposure, the Company first activates, inter alia, the control measures defined for the assessment of risks.

2.2.7 Maintenance activities to ensure compliance with applicable technical and health and safety standards

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All equipment, machinery and plants that may have significant impacts on health and safety are subject to scheduled maintenance protocols, possibly with the timing and methods defined by the manufacturers. Any specialised maintenance is conducted by parties meeting legal requirements, who must provide the necessary documentation.

Maintenance activities on safety devices must be recorded.

If legislation in force requires periodic checks to be carried out on particular equipment and plants by specific external entities (e.g., Regional Environmental Protection Agency (ARPA), local health authorities (ASL), Notified Bodies, Inspection Bodies, etc.), a specific contract is entered into with the responsible entity; if that entity does not provide the service with the timing required by regulations, the following steps will be followed:

- if there are other parties with the certifications/authorisations to carry out the verification activity, they will be engaged to do so;
- if there are no alternative parties, the company will conduct a self-diagnosis through technical specialists existing in the market (e.g., maintenance firms, engineering firms, etc.).

Maintenance activities are conducted so as to:

- define the methods, timing and responsibilities for the scheduling and performance of maintenance and periodic verifications, when required, on equipment, plants and machinery (identified specifically in dedicated protocols/sheets) and the periodic control of their efficiency;
- define methods for registering the maintenance carried out and the relative responsibilities;
- define the methods for reporting anomalies, identify the most suitable means for communicating those methods, identify the functions required to activate the relative maintenance process (unscheduled maintenance).

In addition, maintenance activities are managed through the "Maintenance Management" procedure, which defines methods, timing and responsibilities.

2.2.8 Procedures and operating instructions for the control of particular risks

Workplaces are also designed in compliance with principles of ergonomics, comfort and well-being; they are subject to regular maintenance so that any defects that could impair worker health and safety are eliminated as soon as possible; adequate conditions of hygiene are also ensured.

Any areas with specific risks are appropriately identified and, if necessary, they are made accessible only to parties who are adequately trained and protected.

Based on the complexity of the work, in particular with reference to the activities carried out at work sites, specific working instructions or operating procedures are developed which, along with documentation regarding how to use machinery and equipment and substance safety documentation, are made available to the worker and are referenced in the safety operating plans prepared for the specific interventions.

2.2.9 Emergency management

Emergencies are managed by means of specific plans that establish:

- the identification of situations that may cause a potential emergency;
- the definition of methods to respond to emergency conditions and prevent or mitigate the relative negative consequences on health and safety;
- the planning of verifications on the effectiveness of emergency management plans;
• the updating of emergency procedures in the event of incidents or negative outcomes of periodic drills.

Specific emergency management plans are prepared in accordance with the "Emergency preparation and response" procedure.

These plans identify exit routes and the methods for the implementation by personnel of measures for reporting and managing emergencies.

Members of the staff are appointed to the emergency management team, which must have a sufficient number of members and be trained in advance in accordance with legal requirements.

Suitable fire prevention systems are made available and kept in good working order. The type and number of such systems are based on a specific fire risk assessment or instructions provided by the competent authority; adequate healthcare equipment is also present and kept in good working order.

Plan efficiency is guaranteed through periodic testing activities meant to ensure the full awareness of personnel regarding the proper behaviours and the adoption of suitable registration tools to record the results of that testing as well as verification and maintenance activities on established oversight mechanisms.

2.2.10 Management of documentation and registration systems to guarantee activity tracking

Documentation management is an essential requirement for the maintenance of the Model 231; the proper management of documentation and the adoption of appropriate registration systems can support the objective of keeping records of prior actions and ensuring that decision-making processes can be traced. It is also important to guarantee that internal as well as external documentation (e.g., documentation relating to products and substances) is made available and kept up-to-date. The management of internal and external documentation and the management of records, which constitute special documentation, take place by ensuring availability, tracking and conservation.

2.2.11 Identification and management of collective and/or individual protection measures to limit or eliminate risks.

As a result of the risk assessment carried out when the Risk Assessment Document and safety operating plans are prepared, in order to mitigate risks, the necessary individual and collective measures are identified to protect the worker. The risk assessment process governs:

• the identification of activities for which the use of PPE is required;

• the definition of PPE selection criteria, which must ensure the adequacy of the PPE with respect to the types of risk identified during the evaluation phase and its compliance with technical standards in force (e.g., CE marking);

• the definition of PPE delivery and storage procedures;

• the definition of a timetable, if required, to guarantee the continuing fulfilment of protection requirements.

2.2.12 Communication, participation and consultation activities, management of periodic safety meetings, consultation of workers' safety representatives

Procedures governing personnel involvement and consultation define the methods of:

• internal communication between the various levels and functions of the organisation;

• communication with suppliers and other visitors present in the workplace;
• receipt and response to communications from the external parties concerned;
• worker participation, including through their representatives, by means of:
  – their involvement in the identification of dangers, risk assessments and the definition of protection measures;
  – their involvement in investigations relating to an incident;
  – their consultation when there are changes that may be significant with respect to health and safety.

The "Occupational health and safety consultation and participation" procedure governs methods meant to guarantee personnel involvement and consultation.

2.2.13 Identification of the applicable regulatory provisions to be complied with to ensure respect for technical/structural standards

Compliance with applicable norms in force (laws, technical rules and regulations, etc.) is ensured through the adoption of specific registrations in order to place under control:
• the identification of and accessibility to relevant rules applicable to the organisation;
• legislative updating;
• periodic checks of compliance with applicable regulations.

Paragraph 2.3 - Audit Activities

In order to check the implementation of what is set forth in the previous points, specific audit activities will be conducted, also with the collaboration of the competent company employees and possibly external consultants. These audit activities will be conducted on the basis of the "Vodafone internal audits on occupational health and safety" procedure.

Paragraph 2.4 - Additional principles

Aside from the principles and protocols highlighted above, the Company complies with the following additional principles:
• the Company takes and implements decisions in compliance with the principles and prescriptions contained in provisions of law, the deed of incorporation and the Company's Code of Ethics;
• the phases of developing and the levels for authorising the Company's actions are always documented and able to be fully tracked;
• when required, the necessary disclosures are provided to the competent authorities;
• obligatory documentation and certification activities are carried out in the cases and manners set forth by law;
• for work sites, coordination and safety plans must be adequate and effectively implemented;
• workplace accidents and the relative causes must be recorded, monitored and analysed in order to reduce their impact;
• all activities and procedures contemplated in this Model 231 must be identifiable and able to be tracked in full on the basis of suitable registration systems.
**Paragraph 2.5 - Additional company operating procedures**

Pursuant to the Model 231, additional specific controls are established to ensure that the Company's organisational system, established pursuant to applicable regulations on safety in the workplace and accident prevention, is constantly monitored and placed in the best possible conditions for its proper functioning.

To check the effective implementation of the provisions laid out in Italian Legislative Decree no. 81 of 9 April 2008 and special regulations in force on accident prevention and the protection occupational health and safety:

- the employer ensures that all parties required by sector regulations are appointed, that they have adequate, clear and sufficiently specific delegations, that they have powers, including spending powers, which are sufficiently adequate with respect to their duties and that the functions and delegations assigned are effectively exercised; the employer also ensures that such parties have the necessary skills and qualities;
- parties categorised as employers/designated officer and the prevention and protection service manager periodically update the Company's Supervisory Body on topics relating to workplace safety, risk assessments and any deficiencies reported by personnel through the workers’ safety representatives;
- the prevention and protection service manager and the workers’ safety representatives must notify the designated officer of all impediments to the exercise of their functions so that the ensuing decisions may be adopted. The designated officer sends the communication to the Supervisory Body;
- in exercising its functions, the Supervisory Body may request assistance from the parties appointed by the Company, as well as the competent external consultants.

**Section E. Offences of receiving stolen goods, money laundering and using ill gotten money, goods or benefits**

The offences in question (art. 25-octies of the Decree) include those of (i) receiving stolen goods, (ii) money laundering, (iii) the use of ill-gotten money and goods, (iv) self-laundering.

**Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001**

The potentially "sensitive” activities of Vodafone are listed below:

1.1 Management of activities for the purchase of goods and services, including consulting (including the selection of suppliers/consultants and entering into agreements)

1.2 Cash flow management (collections and payments)

1.3 Acquisition and disposal of Companies/business units; entering into and performing agreements/joint ventures, etc.

1.4 Management of intercompany transactions

1.5 Trading of voice and data terminations

**Paragraph 2 - Company operating procedures**
Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section F. Cyber crimes

The crimes in question (art. 24-bis of the Decree) include those of (i) abusive access to an IT or electronic system, (ii) intercepting or impeding IT or electronic communications, (iii) deliberately damaging information, data and IT programmes, (iv) deliberately damaging IT or electronic systems.

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001

The "sensitive" activities are listed below:
1.1 Access, account and profile management
1.2 Management of telecommunications networks
1.3 Management of hardware systems
1.4 Management of software systems
1.5 Management of physical access to sites housing infrastructure
1.6 Management and security of documentation in digital format

Paragraph 2 - Company operating procedures

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section G. Organised crime

The crimes in question include those relating to organised crime (art. 24-ter of the Decree), even if carried out in multiple States ("transnational" crimes, pursuant to art. 10, Law 146/2006).

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001

The "sensitive" activities are listed below:
1.1 Management of activities for the purchase of goods and services, including consulting (including the selection of suppliers/consultants and entering into agreements)
1.2 Sale of goods and/or services
1.3 Trading of voice and data terminations
1.4 Management of personnel selection and hiring activities and bonus system management
1.5 Cash flow management (collections and payments)
1.6 Management of taxation

1.7 Management of relationships with the Public Administration to obtain authorisations and licences for the conduct of company activities

1.8 Management of public/institutional activities

1.9 Negotiation and stipulation with public parties of agreements instrumental to the development/management of the network and the performance thereof

1.10 Projects with "high interaction" with public parties (for example, partnership with the Public Administration, Temporary Consortium)

1.11 Supply of the obligatory services set forth in art. 96 of Italian Legislative Decree 259/2003 (Electronic Communications Code)

1.12 Management of intercompany transactions

1.13 Management of commissions/fees

Paragraph 2 - Company operating procedures

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section H. Offences of counterfeiting currency, public paper, revenue stamps and instruments or distinctive signs

The offences in question include those of counterfeiting currency, public paper, revenue stamps and instruments or distinctive signs (art. 25-bis of the Decree).

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001

The "sensitive" activities are listed below:

1.1 Management of the administrative procedure for own patents and trademarks

1.2 Management of goods acquisition activities

1.3 Management of goods sale activities

Paragraph 2 - Company operating procedures

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section I. Crimes against business and commerce
The crimes in question include those of fraudulently exercising business and commercial activities (art. 25-bis 1 of the Decree).

**Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001**

The "sensitive" activities are listed below:

1. **1.1** Research and development for production activities and the supply of services (including projects in partnership or acquired from start-ups)
2. **1.2** Management of goods acquisition activities
3. **1.3** Management of goods sale activities
4. **1.4** Management of marketing activities

**Paragraph 2 - Company operating procedures**

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

**Section L. Copyright violations**

The offences in question include those of the fraudulent violation of copyright (art. 25-novies of the Decree).

**Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001**

The "sensitive" activities are listed below:

1. **1.1** Management of the IT system and software licences
2. **1.2** Management of activities for the acquisition of copyrighted material
3. **1.3** Management of sale activities.
4. **1.4** Management of promotional activities (use of copyrighted works)

**Paragraph 2 - Company operating procedures**

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

**Section M. Persuasion to not make statements, or to make false statements, to the judicial authority**

The offences in question take the form of making or persuasion to make false statements to the investigating authority (art. 25-decies of the Decree).
Paragraph 1 - Prevention

On the basis of the analyses conducted, it is deemed that the offence in question is applicable to the Company. In order to avoid conduct that can result in this offence, all addressees of the Model 231 adopt practices and behaviours that are respectful of the Code of Ethics; in particular, the addressees of the Model 231 follow the Company's ethical principles relating to relations with other parties, be they Company employees or third parties.

Section N. Environmental crimes

The crimes in question are those which are environmental in nature, in the broad sense (art. 25-undecies of Decree).

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001

The Vodafone activities that could be deemed "sensitive" are:

1.1 Office management (including the disposal of computers, printers and accessories);
1.2 Work site management, reclamation and contractor supervision (including maintenance);
1.3 Management of materials and waste resulting from network development (implementation) and maintenance activities;
1.4 Technical assistance on terminals: this regards the management of terminal/device repair or replacement activities due to functional defects. If representatives of Vodafone Italia SpA are in a position of having to manage sensitive activities aside from those listed above, they must in any event be carried out in compliance with:
   - the Common Environmental Protocols, illustrated in paragraph 2 below;
   - the principles of conduct identified in the Code of Ethics;
   - what is governed by internal organisational documentation.

The individual units concerned are responsible for promptly reporting any amendments/additions to be made to this Special Part to the Supervisory Body.

Paragraph 2 - Company operating procedures

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section O. Employing illegally staying third-country nationals

The offences in question refer to the employment of third-country nationals who do not have a lawful residence permit (art. 25-duodecies of the Decree).

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001

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A company of the Vodafone Group Plc group.
Confidentiality grade: C2
The Vodafone activities that could be deemed "sensitive" are listed below:

1.1 Management of activities for the purchase of goods and services (including the selection of suppliers and entering into agreements)

1.2 Management of personnel selection and hiring activities

Paragraph 2 - Company operating procedures

Specific interventions have been identified for each of the sensitive activities and are described in the company's operating procedures. The functions assigned ensure the proper set-up of the company's tools to prevent the offences set forth in the Decree and strengthen the internal control system.

Section P. Crimes for the purpose of terrorism or subversion of democracy

Due to the nature of the offences in question, referred to in art. 25-quater of the Decree, it is not possible to list the types of offences in more detail. However, the main offence is surely that of "association for the purpose of terrorism and subversion of the democratic order" (art. 270-bis of the Criminal Code), which protects the personality of the State and punishes: 1) the promotion, establishment, organisation, management or financing of associations for the purpose of terrorism or the subversion of the democratic order; 2) participation in such associations.

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001 and company operating procedures

At least for the time being, specific sensitive activities to be focused on in particular cannot be identified aside from those ordinarily associated with the offences of organised crime (section G) and receiving stolen goods (section E), considering that this lends itself to acting as a deterrent for the offences dealt with here as well. More specific rules are being reviewed in countries bordering ours and, as a result, it can be assumed that there will be developments in this area in the near future.

Section Q. Market abuse

The offences in question, set forth in art. 25-sexies of the Decree, refer to the abuse (self-serving or biased use) of information suitable to influence the market (this also applies for non-financial products) and market manipulation practices as set forth in the "antitrust" decree (Italian Legislative Decree 58/1998).

Paragraph 1 - "Sensitive activities" pursuant to Italian Legislative Decree 231/2001 and company operating procedures

Given the broad and vague nature of the relative provisions, the assessments, instructions and restrictions summarised in the Code of Ethics apply, with all of the appropriate adjustments.
Chapter 4 - Disciplinary System

Paragraph 1 - Function of the disciplinary system
Art. 6, subsection 2, letter e) and art. 7, subsection 4, letter b) of Italian Legislative Decree 231/2001 require, as a condition for the effective implementation of the Model 231, the introduction of a disciplinary system suitable for penalising failure to comply with the measures laid out in the Model 231.

Therefore, the definition of an adequate disciplinary system constitutes an essential assumption for the Model 231 to exclude the administrative liability of entities.

The penalties set forth in the disciplinary system are applied promptly for every violation of the provisions laid out in the Model 231, irrespective of the initiation, execution or result of any criminal proceedings that may be lodged by the judicial authority, if the conduct in question incorporates the elements of one of the types of relevant offence pursuant to Italian Legislative Decree 231/2001.

Paragraph 2 - Measures against employees
The observance of the provisions and rules of conduct set forth in the Model 231 constitutes the fulfilment by Vodafone employees of the obligations laid out in art. 2104, subsection 2 of the Italian Civil Code, obligations of which the content of Model 231 represents a substantial and integral part.

The violation of the individual provisions and rules of conduct pursuant to the Model 231 by Vodafone employees subject to the National Collective Labour Agreement for employees of companies that provide telecommunications services always constitutes a disciplinary offence.

The disciplinary measures that may be taken against Vodafone employees, in compliance with the provisions of art. 7 of Law no. 300 of 20 May 1970 (the "Workers' Bill of Rights") and any applicable special regulations, are those set forth in the disciplinary rules pursuant to arts. 46 et seq. of the National Collective Labour Agreement, and specifically, based on the severity of the infractions:

- verbal warning;
- written admonishment;
- fine up to a maximum of three hours;
- suspension (from work or from remuneration) for up to a maximum of three days, without prejudice to the possibility of precautionary, non-disciplinary suspension;
- dismissal.

Paragraph 4 - Measures against directors
When it learns that members of the Board of Directors have violated the provisions and rules of conduct of the Model 231, the Supervisory Body must promptly inform the Board of Statutory Auditors and the Board of Directors of what happened. The addressees of the Supervisory Body's report may take the appropriate action in accordance with what is set forth in the Articles of Association, such as calling the shareholders' meeting, in order to adopt the most suitable measures set forth by law.
Paragraph 5 - Measures against statutory auditors
When it learns that one or more members of the Board of Statutory Auditors have violated the provisions and rules of conduct of the Model 231, the Supervisory Body must promptly inform the entire Board of Statutory Auditors and the Board of Directors of what happened. The addressees of the Supervisory Body's report may take the appropriate action in accordance with what is set forth in the Articles of Association, such as calling the shareholders' meeting, in order to adopt the most suitable measures set forth by law.

Paragraph 6 - Measures against commercial partners, agents, consultants and associates
The violation by third parties pursuant to art. 13 of the Model 231 of the provisions and rules of conduct established in the Model 231 applicable to them, or their commission of the crimes set forth in Italian Legislative Decree 231/2001, is penalised in accordance with what is established in the specific contractual clauses set forth in the relative agreements.

These clauses may establish, for example, the obligation for such third parties to adopt and effectively implement company procedures and/or enact conduct suitable to prevent the commission, even attempted, of the offences in relation to which the penalties set forth in Italian Legislative Decree 231/2001 are applied. In the event of breach, even partial, of that obligation, the Company shall be entitled to suspend the performance of the agreement and/or withdraw unilaterally from the agreement, even if it is currently being performed, or terminate the agreement, without prejudice to the right to compensation for any damages suffered. Clearly, the Company shall retain its prerogative to demand compensation for damages deriving from the violation of the provisions and rules of conduct set forth in the Model 231 by the above-mentioned third parties.

The penalty applicable to third parties is imposed by the delegate, as identified based on arts. 10 and 11 of the Model 231, who is also responsible for managing the relative relationship, with the understanding that this management also includes the application of the penalties referred to above.