

enaon-STP-042-R00

Annex 02-R01

Operational Regulation of enaon's Qualification System

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Foreword

enaon (hereinafter referred to as the "Company"), subsidiary company of Italgas Group S.p.A., intends to regulate the establishment, management and updating of its Vendor List (hereinafter referred to as the "List" or "Vendor List"), a preparatory tool for individual awarding procedures concerning private entities.

Specifically, the Company intends to identify the requirements for inclusion on its Vendor Lists, as well as the rights and obligations of both the Company and of the economic operators wishing to join.

The Company requires competence and professionalism from Suppliers/ Economic Operators/ Contractors, as well as adherence to corporate values and principles. In the light of these principles, the Company authenticates and evaluates candidates using criteria of absolute objectivity with a view to identifying reliable partners with whom to establish a long-lasting collaboration.

The Company has adopted the electronic procurement service SourceOne (compareONE & tenderONE) of the Cosmo ONE company, which it will use to carry out the Qualification Procedure.

Registration implies acceptance of the present Regulation and is a necessary condition to apply for inclusion on the list and be registered in the Company's Vendor Lists.

Art. 1 – Definitions

1. The Foreword is an integral and essential part of the present Regulation.
2. The following terms and expressions found in the Regulation have the meaning given below:

Vendor list: the list of Suppliers/ Economic Operators/ Contractors classified by Category Group established by the Company for the purpose of awarding their contracts/ orders.

Category Group: the classification of a homogeneous group of supplies, services and works, which can be broken down into more detailed levels and considered as a whole as belonging to the same category, species, type.

Code of Ethics: the document containing the values and principles of conduct adopted and shared by the **Company** and the Italgas Group in the conduct of its business.

Questionnaire: the self-declaration made by the Supplier/ Economic Operator/ Contractor, as preliminary documentation for the purposes of future participation in tender procedures, in which it confirms that it meets the requirements set out by the Company to the Qualification System Documents.

Supplier/Economic Operator/Contractor: the entities that intend to apply for inclusion in the Company's Vendor list as described in Article 3 of the present Regulation.

Italgas Group: the overall group consisting of Italgas S.p.A. and its subsidiaries.

enaon: the Company that manages the Vendor Lists.

Regulation: the present Regulation is intended to govern the procedures for registration and updating the Vendor Lists.

System: the online platform through which registration documents are submitted as well as any communication required for clarifications, information, etc.

Art. 2 – Purpose

1. The purpose of this Regulation is to define the rules by which the Company's Vendor Lists are established and managed.
2. The Company uses the Vendor Lists to select, based on technical, financial, organizational, quality and sustainability criteria, the companies and entities it wishes to award contracts for the supply of goods, works and services, in compliance with the principles of non-discrimination, equal treatment, proportionality, transparency and rotation in the selection of the Suppliers/ Economic Operators/ Contractors.
3. Inclusion in the Lists does not entail the start of any awarding procedure and/or the awarding of tender contracts for the Company.
4. Application for inclusion in the Vendor Lists and the declarations, documents and any other supplementary elements provided by the interested parties have the sole purpose of demonstrating the willingness of such parties to qualify for the Vendor Lists without any constraints on the awarding of any contract.
5. The qualification standards and criteria may be amended or increased at the Company's discretion at any time in relation to its changing needs.

Art. 3 – Entities admitted.

1. Economic operators, i.e. any natural or legal person, who offers to the market the execution of works and/or projects, the supply of products or the provision of services, are accepted in the process of joining the Vendor Lists for the assignment of supplies, services and projects.
2. Qualification as a Consortium of Companies requires the positive evaluation of each individual company/member and its compliance with the provisions of the Operational Regulation. Therefore, the "non-genuine" consortium must submit its qualification request with its own requirements and the requirements of the individual Suppliers/ Economic Operators/ Contractors associated with the Category Group/s under its purview.
3. Temporary partnerships or associations may not be included in the Vendor List.

Art. 4 – Category Groups

1. The System is based on a matrix of Category Groups divided into three categories GOODS, WORKS, and SERVICES and indicates three levels of complexity (Strong, Medium, Smart) depending on the type of process required for qualification. (this information can be found at the following link: xxxxxx)
2. For the Strong Category Groups, in addition to compliance with the requirements of Article 7 below, an on-site visit of the Supplier/ Economic Operator/ Contractor, carried out by the Company's personnel or third parties appointed for the audit, is also required.
3. The Company, on the basis of its own requirements, reserves the right to change the Category Groups at any time, giving due notice to the Suppliers/ Economic Operators/ Contractors registered in the Category Groups subject to change.

Art. 5 - Requirements and Conditions for Qualification

1. Entities wishing to join the Vendor Lists for whatever Category Group must meet the requirements of the Qualification Questionnaire.
2. The Company may also lay down specific requirements for each individual Category Group, which must be met by Suppliers/ Economic Operators/ Contractors.
3. Throughout the entire period of inclusion in the Vendor Lists, the Supplier/ Economic Operator/ Contractor must comply with the principles set out in this Regulation and in the Company's Code of Ethics, along with the ethical and sustainability values that the Company is inspired by.
4. The Supplier/ Economic Operator/ Contractor is also required to renew the Questionnaire annually, with specific reference to the requirements set out in Article 7 of the present Regulation.

Art. 6 –Qualification procedure

1. Suppliers/ Economic Operators/ Contractors who are interested in being included in the Vendor Lists, having identified the relevant Category(ies) Group must fill in the Questionnaire and upload the required attachments via the online platform.
2. The Supplier Qualification and Vendor Management Unit analyses the application and the attachments received and may, if necessary, ask the Supplier/ Economic Operator/ Contractor for further information and/or clarifications.
3. The Supplier/ Economic Operator/ Contractor will be provided with feedback in the event of positive/negative verification via the online platform through the “communication” feature. The successful completion of the qualification process is not a guarantee of obtaining future orders/contracts.

Art. 7 – Qualification criteria

The evaluation criteria also extend to economic/financial requirements, sustainability, and legalization requirements, as well as Health, Safety, Environment and Quality (hereinafter referred to as “HSEQ”) requirements, as outlined below:

- a) for the economic-financial requirements, the Company relies on an external provider which, by processing useful data, and in particular financial statements referring to the Supplier's/ Economic Operator' s/ Contractor' s last three years of activity, develops and determines an evaluation rating.
- b) for sustainability requirements: Suppliers/ Economic Operators/ Contractors are invited to use an external provider to complete a Sustainability Questionnaire and obtain the relevant Certification. The Company is informed of the data resulting from the completed Supplier/ Economic Operator/ Contractor Sustainability Questionnaires and receives the ESG grade of each Supplier/ Economic Operator/ Contractor.
- c) for the legalization requirements, during the qualification stage the Supplier/ Economic Operator/ Contractor will be asked to make specific declarations or/and to provide specific legalization documents.
- d) for requirements pertaining to HSEQ aspects, during the qualification stage the Supplier/ Economic Operator/ Contractor will be asked to prove that it meets them, as specified for each Category Group.

For the following types of Suppliers/ Economic Operators/ Contractors:

1. Public Administrations or Public Bodies.
2. Professionals appointed by public administrations for testing or designated services.
3. State-recognized certification/accreditation bodies/organizations.

4. Law firms and notary offices and their professionals (e.g.: Party-Appointed Expert, professionals who can be entrusted to provide technical assistance before Tax Tribunals).
5. Natural persons.
6. Individual Companies.
7. Emission Carbon Credit's Companies.
8. Companies producing and distributing Public Utility Services on an exclusive basis (e.g.: Integrated water service).
9. ITG Companies.
10. Start-ups.
11. Innovative SMEs. (refers to the countries for which diversification with the start up's exists by law).

a simplified qualification process is followed.

- a) for Category groups included in smart level category the registration/qualification process can be managed internally by the Qualification & Vendor Management Unit (the Supplier/ Economic Operator/ Contractor is not required to follow the Qualification Process).
- b) for Category groups included in medium level category the Supplier/ Economic Operator/ Contractor is required to complete only the Qualification Questionnaire containing general questions on the Supplier's/ Economic Operator's/ Contractor's compliance with the minimum qualification requirements, excluding the completion of the Sustainability Questionnaire.

Art. 8 – Validity and renewal of Qualification

1. If a Supplier/ Economic Operator/ Contractor meets the minimum criteria set out in Article 7, it will be qualified for a period of 3 years for Strong and Medium complexity levels to 5 years for the Smart complexity level for the Category(-ies) Group for which it been Qualified.
2. The Supplier/ Economic Operator/ Contractor must submit a renewal request no later than 4 months before the expiry of the qualification.
3. After the renewal request, the Supplier/ Economic Operator/ Contractor submits all the required updated documentation, to establish that the qualification requirements are still met.
4. In the event of qualification renewal of a Category Group with a strong level complexity, an on-site visit of the Supplier/ Economic Operator/ Contractor will be rearranged, carried out either by the Company's personnel or by third parties in charge of the audit, to ascertain that the qualification requirements are met.

Art. 9 – Obligations and guarantees.

1. The Company and the Suppliers/ Economic Operators/ Contractors undertake to operate within the scope of the Vendor Lists with professional diligence and in accordance with the principles of fairness, loyalty, and good faith.
2. The Supplier/ Economic Operator/ Contractor undertakes:
 - a. to comply with the terms and conditions set out in the Regulation and in the Qualification System Documents uploaded on the Company's website and in the online platform.
 - b. to view the required documentation.
 - c. not to engage in anti-competitive conduct or practices that infringe laws, regulations and/or the rights of third parties, and not disseminate false, misleading, or unlawful information.
 - d. to use software, hardware, and electronic equipment in such a way as to ensure the IT security of the Lists.

3. The Supplier/ Economic Operator/ Contractor also declares and guarantees that it has full ownership or availability of the data, information and content provided to the Company and that their use does not violate any rights of third parties, nor does it violate any laws and/or regulations.
4. The Supplier/ Economic Operator/ Contractor undertakes:
 - a. to use the services exclusively for lawful purposes and in any case in compliance with the legal provisions on the protection of personal data and intellectual property, to indemnify and hold the Company harmless from any claims and demands of third parties that may arise from the use or abuse of the services in question.
 - b. not to include content that violates applicable laws and regulations, including copyright laws or other intellectual or industrial property rights, or that violates or enables others to violate privacy protection laws.
 - c. not to transmit files that are potentially infected with viruses, of non-secure origin, or files that in any case could be considered potentially harmful (by way of example but not limited to: viruses, spyware, malicious code, Trojan horses, etc.).
 - d. not to perform actions that could damage, disable, overload or impair the functionality of the Lists or interfere with its use by third parties.
5. The Supplier/ Economic Operator/ Contractor shall indemnify the Company against any claims for damages arising from violation of the laws protecting copyright or other intellectual or industrial property rights or protecting privacy or any other claims, actions or issues of third parties.

Art. 10 - Monitoring

1. The Supplier/ Economic Operator/ Contractor must guarantee reliability in relation to the quality of the supply of goods, works and services also in relation to, by way of example, implementation and/or delivery times, organizational aspects, compliance with technical standards and labor regulations, compliance with the requirements imposed by the certifications it holds, without prejudice to compliance with the provisions of the present Regulation or other regulations applicable to the specific assignment.
2. To this end, the Company shall initiate a process of evaluation, monitoring and internal control of Suppliers/ Economic Operators/ Contractors so as to ensure the qualification and inclusion requirements in the Vendor lists are met. In any case, a Supplier/ Economic Operator/ Contractor that is awarded a contract shall formally undertake to operate in compliance with the ethical and sustainability principles and to guarantee adequate technical and operating standards.
3. Monitoring also takes place both prior to the awarding of the contract and during the performance of the contract itself.
4. The Supplier/ Economic Operator/ Contractor must always guarantee an adequate standard of compliance with the relevant laws to protect the health and safety of workers.
5. Prior to awarding, the Company carries out a check through its internal units, requesting:
 - a. checking its compliance with the Company's Code of Ethics and Integrity.
 - b. due diligence through open sources to check that there is no evidence against the Supplier/ Economic Operator/ Contractor that could affect its reputation.
6. In the implementation phase, Company's operators will also be asked to periodically fill in a feedback questionnaire aimed at enhancing operational aspects and determining the Supplier's/ Economic Operator's/ Contractor's performance for the purpose of its continued inclusion in the Vendor List.
7. The assessment carried out determines an operational rating which places the Supplier/ Economic Operator/ Contractor in one of the following brackets: Excellent, Good, Adequate, Insufficient, Poor. This operational rating will be taken into consideration as a parameter to be assessed by the Company to define inclusion in the Vendor lists for participation in tender procedures. Suppliers/ Economic Operators/ Contractors who are in the last two brackets could receive from the Company one of the measures referred to in art. 12 of this Regulation. Suppliers/ Economic

Operators/ Contractors who are in the "poor" range will be summoned to receive feedback and illustrate an action plan.

Art. 11 - Tax details, company, and organizational changes

1. For the entire period of inclusion in the Vendor Lists, the Supplier/ Economic Operator/ Contractor must ensure that the essential elements of qualification are up to date.
2. Any type of change relating to tax, data, corporate, organizational aspects or other information concerning the Supplier/ Economic Operator/ Contractor - including changes and extension of the scope of activity - must be promptly communicated to the Qualification and Vendor Management Unit: qualification@ena-on.gr.

Art. 12 - Causes of revocation or suspension of the qualification

1. The qualification status may be subject to Warning, Reputational Alerts, Suspension, and Revocation Alerts if the requirements for maintaining the qualification status obtained during registration in the Vendor List are no longer met.
2. Minor behaviors indicating insufficient performance in the supply of Goods, Works or Services or findings that emerge during the Audit (among others those referred to in the Category Group matrix) that infer an insufficient Technical or Qualitative performance standard shall result in a Warning status.
3. Should any of the following situations pertain to a Supplier/ Economic Operator/ Contractor they shall constitute grounds for its Suspension or Revocation from the List of Suppliers/ Economic Operators/ Contractors:
 - a. bankruptcy, liquidation, arrangements with creditors or other insolvency proceedings that are pending or in progress.
 - b. having been convicted of an offence that affects its professional conduct.
 - c. having committed serious professional misconduct.
 - d. not having fulfilled its social security contribution requirements.
 - e. having made false declarations concerning the requirements for competing for a contract.
 - f. incompatibilities under Greek law.
 - g. non-compliance with the regulations contained in the Company's Code of Ethics.
 - h. serious violations of occupational health and safety.
 - i. image damage.
 - j. serious breaches of contract.
 - k. a conflict of interest with directors or employees.
 - l. negative periodic qualification reviews.
 - m. repeated non-submission of offers.
 - n. negative performance evaluations following orders/contracts received.
 - o. in the event of failure to sign the contract within the terms established.
 - p. multiple sending of reputational Alerts as envisaged by the following paragraph 4, imply a loss of trust by the Company in the Supplier/ Economic Operator/ Contractor.
4. The Company may also send the Supplier/ Economic Operator/ Contractor a Reputational Alert if situations that are not compatible with the Company's ethical and sustainability principles are ascertained, which may however be remedied through improvement or self-cleaning actions.
5. In the event of a Suspension provision, the Supplier/ Economic Operator/ Contractor may be asked to present a Corrective Action Plan, the fulfillment of which will be subject to the termination of the suspension.

Art. 13 - Confidentiality of information

1. The Supplier/ Economic Operator/ Contractor undertakes to keep confidential and not to disclose any information belonging to the Company that comes into its knowledge or possession (such as data, documents or information, patents, technical solutions, factory locations, line routes, specifications, plans, procedures, etc.). The above obligation of confidentiality and other obligations cover the Supplier/ Economic Operator/ Contractor himself, as well as all his collaborators and, in general, any kind of additional or assistants in their fulfillment.
2. The Company undertakes to maintain confidentiality and not disclose proprietary information of the prospective Supplier/ Economic Operator/ Contractor (economic-financial information, technical solutions adopted, plans, specifications, procedures, etc.).
3. In case of breach by the Supplier/ Economic Operator/ Contractor of its above obligation, the Company is entitled to demand the restoration of any damage.

Article 14 - Industrial and Intellectual Property Rights

1. All documents published in the System are protected by intellectual property rights, in compliance with current copyright protection legislation.
2. The content and information made available by the Company through the System are the property of the Company and Italgas Group.
3. The Supplier/ Economic Operator/ Contractor undertakes not to download, reproduce, transmit, sell or distribute, in whole or in part, for any reason whatsoever, the content and information available or received for purposes other than those envisaged in the System.

Art. 15 - Processing of personal data

1. The Company applies the provisions of Regulation (EU) 2016/679 of the European Parliament and Council of April 27, 2016 for the protection of natural persons against the processing of personal data and for the free circulation of this data and the repeal of Directive 95/46/EC, Law 4624/2019 "*Principle of Personal Data Protection, implementing measures of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons against the processing of personal data and incorporation into national legislation of Directive (EU) 2016/680 of the European Parliament and of the Council of April 27, 2016 and other provisions*" and the other relevant legislative framework.
2. In particular, the Company may request any information concerning an identified or identifiable natural person of the candidate exclusively and in the context of the purpose of including the candidates in the Qualification System or entering into a contract or intending to enter into a contract or its execution, subject to express consent of the person concerned. The Company may collect, and process said data exclusively to fulfill the above-mentioned purposes. In particular, the time for keeping personal data on behalf of the Company and any other necessary details in this regard will be determined by the announcement of a specific competitive process.
3. In the event that the candidate is not included in the Company's Qualification System, the data in question (maintained either in paper or electronic form) shall be destroyed within a reasonable time and in any case no later than one month from the issuance of a decision to reject the candidate by the default system.

Art. 16 - Other provisions

1. For any dispute, no settled amicably, concerning the execution, interpretation, implementation and amendment of these rules, the Court of Athens shall have jurisdiction.
2. For all matters not expressly governed by this Regulation and the documents that form an integral and substantial part thereof, the provisions of the Greek Civil Code shall apply, as well as those on the protection of copyright, patents, and software.

3. The provisions of this Regulation shall be deemed to be superseded, amended, repealed or automatically disregarded if their content is incompatible with supervening mandatory legislative or regulatory provisions.
4. The Company reserves the right, at its sole discretion, to amend the provisions of this Regulation at any time. Amendments to the Regulations shall become fully effective as soon as they are published in the system.
5. The constant monitoring of the Qualification System and the Regulation contained therein, including any amendment to this Regulation, is the sole responsibility of the Suppliers/ Economic Operators/ Contractors. Nonetheless, the Company reserves the right to inform the Supplier/ Economic Operator/ Contractor of any changes made to the Regulation.