



Code of Ethics

pursuant to Lgs. Decree No. 231/2001

Communication about Code of Ethics

E.ON Group, according to the values and the principles which have always guided its behavior, pays constantly attention to the expectations of its stakeholders and give a particular importance to the ethical aspects related to its activity.

Within this context, E.ON Group in Italy has taken, and is constantly developing and improving, measures which are aimed at reducing the risk of committing irregularities while performing its activities as well as preventing the commission of any of the offences related to the Lgs. Decree no. 231/2001.

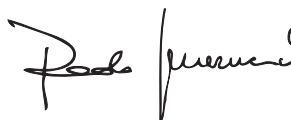
As provided for by such Decree, the Companies of E.ON Group in Italy have therefore designed, implemented and approved an Organisational, Management and Control Model, and this Code of Ethics, being the latter an integral and fundamental part thereof; on the other hand, a Monitoring Body has been appointed with the task of supervising the correct operation and the compliance with the Model.

The Code of Ethics, in compliance with the best practices and guidelines governing our business sector, as well as with the principles of the Code of Conduct of E.ON Group, is to be intended as a reference point for all those who perform their activity on behalf and in the interest of E.ON. The Code of Ethics identifies all its addressees and defines both the ethical principles and the specific rules of conduct which must be complied with. For this reason, a full section of the Code of Ethics is concerned with the modalities of implementation and monitoring of compliance with the Code of Ethics, describing the sanctions in case of breach of the Code. We are convinced that the effective management of our business cannot and shall not be separated from the strict observance of the ethical principles stated in our Code of Ethics, and therefore you are kindly requested to take it in due consideration and to conform with the principles and rules therein contained.

Klaus Schäfer



Paolo Venerucci



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Introduction

1. Origin and Purpose of Code of Ethics

As also provided for by the Guidelines drawn up by Confindustria and the major category associations, the code of ethics (hereinafter 'the Code of Ethics' or 'the Code') is one of the fundamental protocols for the construction of a valid Organisational, Management and Control Model (hereinafter also 'Model') pursuant to Lgs. Decree no. 231/2001 (hereinafter also 'the Decree') which can prevent the offences contemplated by said Decree.

For this reason, the Companies of E.ON Group in Italy (hereinafter, also 'E.ON' or 'the Companies') have decided to adopt their own Code of Ethics which is a reference point for all those who perform their activity on behalf of and in the interest of E.ON.

The purpose of this Code is to guarantee the highest standard of ethics possible in the practice of the Companies' business.

This Code of Ethics is an integral part of the Model adopted by the Companies, and it contains, among other things, the general principles and rules of conduct which have, in E.ON's opinion, a positive ethical value and with which all the Addressees of the Code must comply.

The Code conforms to the principles indicated in the Confindustria Guidelines, according to the latest version of 31st March 2008.

This Code of Ethics is also in line with the provisions of the Code of Conduct issued by the German parent company E.ON AG, which represents a guide for

company policies and for the requisites of legality which govern the conduct of the companies of the E.ON Group throughout the world (which is, however, a separate document and not part of the Model). In particular, in our country, in the case of conflict between the provisions of the two Codes, the provisions of the Italian Code of Ethics shall prevail.

2. Addressees of Code of Ethics

This Code must obligatorily be observed by:

- the members of Statutory Bodies (hereinafter also 'Directors' and 'Auditors');
- managers and employees (hereinafter also 'Personnel') without any exceptions;
- all subjects who are external to the Companies but who directly or indirectly operate for the same ones (e.g. agents, collaborators, consultants, suppliers, business partners, referred to hereinafter as 'Other Addressees'),

All the subjects indicated in the above paragraph shall be referred to hereinafter as 'Addressees' or, individually, 'Addressee'.

All Addressees must observe and, as far as falling within their competence, ensure that others observe the principles of the Code of Ethics.

In particular, respect for the provisions of the Code must be considered an essential part of the contractual obligations of E.ON employees, pursuant to and by effect of arts. 2104 et seqq. of the Civil Code.

Any infringement of the principles and of the rules of conduct referred to in this Code of Ethics will prejudice the relationship of trust with E.ON, which may take opportune disciplinary actions and also claim for damages, it remaining understood that in the case of employees the procedures pursuant to art. 7 of Law n. 300 of 20 May 1970 (the Workers' Statute), and the provisions of the applicable collective labour agreements and any regulations adopted by E.ON shall always hold firm.

3. Structure of Code of Ethics

The Code of Ethics is composed of three parts:

- a) the first part contains the general ethical principles which represent the values of reference for the E.ON's business;
- b) the second part contains the specific rules of conduct dictated to the subjects which must respect the Code;
- c) the third part illustrates the mechanism for communicating the Code, and for the relative training and monitoring.

Modifications and additions to the Code may be made by Board of Directors' resolution of the Companies, also on the basis of the suggestions and indications received from the Monitoring Bodies.

SECTION 1

Guiding Ethical Principles

E.ON has identified its own guiding ethical principles, which represent the driving force of its business activities. The ethical principles listed below represent the fundamental values which all Addressees must respect in the performance of their duties and in the pursuit of E.ON mission.

In no case can the belief of acting to E.ON's advantage shall justify conduct which conflicts with the principles of this Code.

1.1. Respect for Personal Dignity

E.ON considers respect for people as a priority.

Behaviour which involves discrimination on the basis of political opinions, trade union adherence, religion, race, nationality, age, gender, sexual preferences, state of health and, in general, any person feature is not admitted.

E.ON undertakes to guarantee, in the different places in which it operates, the rights foreseen by the "Universal Declaration of Human Rights".

1.2. Observance of the Law

An essential principle for E.ON is the respect for law, regulations, customs and, in any case, all provisions being in force in Italy and in all the countries where E.ON operates, now and in the future.

1.3. Honesty

Addressees must be aware of the ethical significance of their actions and must not pursue personal gain, or gain for the Companies, by breaching the laws in force or this Code.

1.4. Correctness in Business Transactions

All business transactions must be based on extreme correctness. No business or market logic can justify false information as an instrument for the pursuit of personal interest or the interests of E.ON.

In correspondence, negotiations, and the drawing up of contracts and agreements, E.ON undertakes to express its own will or to formulate its own statements in a manner in a clear and comprehensible way for the counterpart. With regard to all E.ON actions and relations with its shareholders and/or stakeholders, information must be guaranteed as accurate, complete, consistent and prompt.

1.5. Integrity

E.ON does not approve or justify any violent action or any threat aimed at obtaining behaviour in conflict with the provisions in force and/or the Code of Ethics.

1.6. Correct Accounts Management

E.ON is aware of the importance of transparency, accuracy and completeness of accounting information and makes all efforts to ensure that the administrative-accounting system reliably represents business events correctly and to provide the instruments for identifying, preventing and managing, as far as possible, financial and operative risks, as well as fraud to the damage of E.ON. In respect of the principle of transparency, every operation and transaction must be correctly recorded, authorised, verifiable, legitimate, consistent and congruous. The accounting data and documents must be based on precise and full information, and they

must reflect the nature of the operation they refer to, in respect of external restrictions (rules of law, accounting principles), as well as the policies, plans, regulations and internal procedures; furthermore, they must be accompanied by the relative supporting documentation to allow for objective analysis and verification.

Both the internal and external auditors must have free access to the data, documents and information necessary for the performance of their duties. Every Addressee must make all efforts to prevent any form of accounting fraud, immediately reporting any anomalies to the Monitoring Body.

1.7. Loyalty in Relations with Competitors

It is of fundamental importance that the market be based on correct competition; E.ON is therefore committed to strict compliance with the laws on the protection of fair competition and market in any jurisdiction, and to collaborating with the market regulatory authorities.

No Addressee may be involved in initiatives or agreements with competitors which may appear as breach of the provisions for the protection of fair competition and market.

1.8. Environmental Protection and Sustainable Development

Protection of the environment is a very important issue for E.ON. E.ON is aware that the environment is a primary asset; sustainable development is one of the basic principles of this Code.

E.ON is therefore committed to taking all necessary actions, whenever possible and technically feasible to protect the environment, to improve the quality of the ecosystem and to prevent noxious effects on the environment.

The same commitment is undertaken for the health of man in his relationship with the environment.

E.ON promotes a pro-environment culture, supporting its own activities with scientific research oriented towards environment protection, always pursuing a correct balance between economic needs and the essential needs of the environment.

In the choice of technologies, development programmes and strategies, protection of the environment is a priority condition.

1.9. Social Responsibility

In its business practice, E.ON takes into account the needs of the community within which it practises its activity, contributing, where possible, to local economic, social and civil development.

1.10. Efficiency

In every working activity, economic management and use of company resources must be pursued in respect of the most advanced quality standards.

E.ON also undertakes:

- to safeguard and protect its resources and assets, and to manage its own equity and capital, taking all

- necessary precautions to guarantee full respect of the laws and regulations in force,
- to ensure continuous dialogue with the German parent company E.ON AG, in respect of the procedures adopted for external communication of documents and price sensitive information.

1.11. Spirit of Service

E.ON takes all necessary initiatives to allow Addressees, within the limits of their competence and responsibilities, to adopt behaviour which favours the pursuit of its mission, aimed at supplying a service of high social value and of use to the society which must benefit from better quality standards.

1.12. Quality in Relations

Within the field of relations with suppliers, customers and all third parties, E.ON operates with transparency, correctness and honesty.

1.13. Relations with Shareholders

E.ON protects the interests of the shareholders, giving priority to the shareholders as a whole rather than to single shareholders or groups of shareholders.

E.ON requests its shareholders to fully adhere to the principles of this Code of Ethics, and it undertakes to provide its shareholders with information on every action or decision which can have a relevant effect on their investment, providing every form of useful documentation in useful time. For this purpose, E.ON guarantees correct functioning of the shareholders' meetings.

1.14. Personnel Management

1.14.1. Relations with Human Resources

E.ON recognises the value of its human resources, as a fundamental and essential factor for its development and growth.

With particular regard to the moral and physical integrity of the personnel, E.ON fosters the creation of a pleasant, stimulating and gratifying work environment, and guarantees respect for the independence of its personnel and the importance of their participation in the pursuit of its company mission.

E.ON confirms its commitment to respect laws on child labour and to fight against all types of discrimination in the workplace based on gender, nationality, religion and political, trade union and personal opinions and economic condition.

Any member of staff who believes he/she has suffered discrimination may refer the incident to the competent departments which will check on the effective breach of the Code of Ethics.

E.ON also confirms its commitment:

- to preserve the moral and physical integrity of its personnel, also by adopting all safety measures to guarantee a safe and healthy work environment, in full respect of the laws in force on health and safety in the workplace;
- to refuse to establish any work relationship with subjects involved in terrorism.

1.14.2. Personnel Selection, Creation and Management of the Professional Relationship

Personnel assessment, for the purposes of hiring new staff, is carried out by a first check based on correspondence between the candidates' profiles and E.ON's needs, always in respect of equal opportunity for all candidates and in compliance with the laws on labour relations. Any information requested to candidates is used exclusively to compare their skills with those sought.

E.ON undertakes not to allow any forms of favouritism or nepotism.

Persons are hired only by means of regular employment contracts, and no form of irregular work shall be allowed.

The candidate must be informed about all features regarding the work relationship, especially as regards the characteristics of the department and the work to be carried out, remuneration details and legal aspects, and the provisions and procedures which must be followed in the work environment.

When a new employee has been recruited, access to other roles and positions (promotion) depends on the provisions of law and of the collective labour agreement, but also on the employee's individual merit.

Recognition of salary increases or other benefits (e.g. stock option plans) and promotion depend not only on the provisions of law and collective labour agreements, but also on the employee's individual merit, including behaviour and organisational skills and always in

consideration of E.ON's ethical principles expressed in the Code of Ethics.

1.14.3. Protection of Privacy

Personal information and data are acquired, processed and stored according to specific procedures which aim to prevent unauthorised persons and/or enterprises from gaining knowledge of the same. Said procedures conform to the laws in force; in particular, E.ON guarantees compliance with the provisions of Lgs. Decree no. 196 of 30th June 2003 (the so-called Privacy Code) and successive amendments and additions.

1.15. Relations with Customers

1.15.1. Impartiality and Quality of Information to Customers

In supplying customers with its products and services, E.ON undertakes to act with correctness and in compliance with the corresponding laws, market regulations and quality standards, and in order to satisfy the customer needs, E.ON fulfils all its contractual obligations.

E.ON undertakes to refrain from any discrimination based on gender, religion, nationality, age, economic situation, as well as personal and political opinion. Also for such purposes, the quality of the service provided will be periodically monitored.

1.15.2. Transparency towards Customers

With regard to contracts and communication with customers, E.ON undertakes to use clear and simple terms in order to favour comprehension on the part of

all Addressees, and to apply clauses which comply with the provisions in force and the indications given by public authorities.

1.15.3. Customer Relations

In order to guarantee a correct and positive relationship with customers, E.ON undertakes to process and resolve any complaints as quickly as possible, making use of adequate communication systems.

E.ON will make all efforts:

- to limit possible lawsuits with customers, turning to legal action only if its legitimate claims are not given due satisfaction;
- to protect the privacy of its customers, in full respect of the provisions in force on the communication and disclosure of personal data.

1.16. Relations with Suppliers

1.16.1 Selecting Suppliers

E.ON undertakes to select its suppliers in order to guarantee equal treatment and impartiality.

E.ON uses objective and transparent criteria to choose suppliers. The choice, in respect of the laws in force and the internal procedures, shall be made on the basis of objective considerations relative to competitiveness, quality and price.

Specific procedures implying the evidence of the entire selection and purchase process are followed, in order to guarantee maximum transparency of supplier assessment and choice.

The supplier shall be also selected on the basis of its capacity to guarantee:

- respect for this Code of Ethics;
- implementation of adequate company quality systems, where foreseen;
- availability of suitable means and organisational structures;
- respect for labour prescriptions including child labour and health and safety in the workplace.

In any case, E.ON undertakes not to establish any business relationship with subjects, whether individuals or companies, involved in terrorism or unable to ensure absolute legitimacy of their operations and respect for the ethical principles of this Code.

1.16.2. Transparency and Correctness in the Execution of Contracts

E.ON undertakes to maintain a strict segregation of roles between those who present purchase requests from those who must stipulate and manage the contracts.

For this purpose, specific procedures implying the evidence of the entire selection and purchase process are followed, in order to guarantee maximum transparency of supplier assessment and choice.

E.ON, together with its suppliers, works towards the establishment of a reciprocally satisfying collaboration relationship. Said relationship must be based on respect and trust between the parties. To this regard, the supplier must be immediately and fully informed about the features of the business, payment modalities

and terms pursuant to the provisions in force, and about the counterpart's expectations, in consideration of the circumstances, negotiations and the contractual content.

Similarly, the supplier must fulfil its own contractual obligations according to the principles of fairness, correctness, diligence and good faith, and in respect of the provisions in force and this Code.

In any case, with regard to the payment of supplies, E.ON shall respect contractual terms and undertakes to guarantee equality of treatment to all suppliers.

1.17. Tenders

When E.ON organises or participates in tender procedures, it undertakes:

- to act in respect of the principles of correctness, transparency and good faith;
- to assess, in the bidding phase, the consistency and feasibility of the performance;
- to request or supply all data, information and news relevant to the awarding of the contract;
- in the case of public contracts, to maintain clear and correct relationships with the appointed public officials, avoiding any conduct which could compromise their freedom of opinion;
- if E.ON calls for tenders, to guarantee the legality, correctness and impartiality of the proceedings.

If E.ON calls for tenders, it will prepare the relative documentation in compliance with the applicable laws in force and in full respect of the procedures and the principles of this Code.

E.ON undertakes to act in respect of the principles of correctness, transparency and good faith, avoiding any form of favouritism.

If E.ON is awarded the contract, it undertakes:

- to guarantee execution of contractual and business agreements clearly and correctly;
- to guarantee diligent fulfilment of all contractual obligations.

1.18. Relations with Local Authorities and Public Institutions

E.ON pursues the objective of maximum integrity and correctness in relations, also contractual, with public institutions and, in general, with public authorities, including the application for and/or the management of public funds, in order to guarantee maximum clearness in institutional relations, in harmony with the needs of organisational and management independence of any business enterprise.

Relations with institutional counterparts are maintained exclusively through the specifically delegated subjects. If E.ON decides to be represented by a consultant or a third party in relations with public authorities, such representative shall be held to respect the directives in force for Addressees; furthermore, E.ON shall not be represented, in its relations with public authorities, by a consultant or third party if conflicts of interests exist, or could potentially exist.

No Addressee of this Code is allowed to personally offer gifts (unless they are 'socially acceptable', i.e. they are common business practice or normal courtesy and not inappropriately extravagant), promise or pay sums, promise or grant assets in nature or any other type of benefit to public officials in the hope of promoting or favouring the E.ON's interests, also if subjected to illicit pressure.

Similarly, the Addressees may not accept sums of money, gifts, favourable treatment, hospitality or invitations to events or trips, except within the limits of normal courtesy and providing they are of modest value.

1.19. Relations with Associations, Trade Unions and Political Parties

E.ON does not finance or sponsor for political propaganda either associations or events and congresses.

E.ON may grant contributions and donations for social, moral, scientific and cultural purposes, after scrupulous verification of the seriousness of the recipient.

1.20. Relations with International Operators

E.ON undertakes to guarantee that all its relations, including business relations, with companies operating at international level, are conducted in full respect of the laws and regulations in force, with the aim of avoiding the risk of trans-national offences.

To this regard, E.ON undertakes to take all necessary measures to check on the reliability of such operators, and on the legitimate origin of the capital and means used by the latter within their relations with E.ON.

Within the limits of its possibilities, E.ON also undertakes to collaborate, with correctness and transparency, with national or foreign authorities which request information or carry out inquiries relative to the relationship between E.ON and international operators.

1.21. Rejection of Every Form of Terrorism

E.ON rejects all forms of terrorism and shall establish no labour or business relationship with individuals or enterprises involved in terrorism, and it shall not finance or facilitate such activity in any way.

1.22. Protection of the Individual's Personality

E.ON recognises the need to protect individual and personal freedom, and rejects any action that favours phenomena such as prostitution and/or child pornography.

1.23. Protection of Health and Safety in the Workplace

E.ON guarantees respect for the legal provisions on health and safety in the workplace.

E.ON counters the risks linked to the performance of its business activity, by assigning duties in line with the skills of each subject, and it undertakes to prevent employees from performing any monotonous and/or repetitive work.

With regard to health and safety in the workplace, E.ON also undertakes, in its operations:

- a) to take into account the degree of technical evolution;
- b) to replace what is dangerous with safe alternatives, or at least less dangerous alternatives;
- c) to programme prevention adequately, with a coherent series of measures that take into consideration the organisation of the work, working conditions, social relations, and the influence of the environmental factors of the workplace;
- d) to give priority to collective measures of prevention over individual measures of prevention;
- e) to give Personnel adequate instruction.

These principles are adopted by E.ON in order to identify and take the necessary measures to protect the workers' health and safety, including the prevention of occupational risks, and to guarantee information and training, and to provide for the necessary organisation and means.

1.24. Protection of Transparency in Business Transactions (Anti-Money Laundering)

E.ON adopts the principle of maximum transparency in business transactions, and equips itself with the most suitable means to fight the phenomena of money laundering and receiving of stolen goods.

Respect must be guaranteed for the principles of correctness, transparency and good faith in relations with all contractual counterparts, including those also belonging to the E.ON Group.

SECTION 2

Rules of Conduct

2.1. Rules of Conduct for the Members of the Statutory Bodies

The members of the Statutory Bodies must not only respect the provisions of law and of the Articles of Association, but also those of the Model including the Code of Ethics. In particular, the Statutory Board members must:

- guarantee behaviour based on autonomy, independence and correctness both in relations with public institutions and in relations with private subjects (including creditors, economic associations and national and international operators);
- behave with integrity, loyalty and responsibility towards E.ON;
- guarantee assiduous and informed participation at meetings and in the activities falling under their competence;
- refrain from carrying out any deed in a situation of a conflict of interests within the sphere of their own activity;
- facilitate inspection and/or updating activities on the part of the shareholders, other Statutory Bodies, including the Monitoring Body, and the appointed auditing company;
- keep the information which they learn during their service as confidential, and avoid the exploitation of their position to obtain personal gain. Outgoing communications from the Companies must respect the law and safeguard price sensitive information and industrial secrets;

- as far as falling under their competence and within the limits of their own responsibility, respect the rules of conduct dictated for personnel in paragraph II.2 below.

2.2. Rules of Conduct for Personnel

The Personnel must observe the provisions in force and the principles indicated in the Model and the Code of Ethics.

With reference to the Model, Personnel must:

- a) avoid adopting, causing or fostering behaviour representing any of the offences contemplated by the Decree;
- b) cooperate with the Monitoring Body (hereinafter 'MB') in the course of its verification and monitoring activities performed by the same, giving all information, data and news requested by the MB;
- c) provide for all the communications to the MB contemplated by the Model;
- d) inform the MB about any dysfunctions or infringements of the Model and/or Code of Ethics.

Personnel may apply to the Monitoring Body at any moment, either in writing, also via the following e-mail boxes:

- odv.eonitalia@eon.com (for E.ON Italia),
- odv.eonenergia@eon.com (for E.ON Energia)
- odv.eonservizi@eon.com (for E.ON Servizi)
- odv.eonproduzione@eon.com (for E.ON Produzione)

or verbally, to request clarifications and/or information about, for example:

- the interpretation of the Code of Ethics and/or other protocols connected with the Model;
- the legitimacy of a certain type of behaviour or concrete conduct, and whether such behaviour is opportune and conforms with the Model or the Code of Ethics.

In addition to the general provisions above, Personnel must also respect the following rules of conduct.

2.2.1. Correct Use of IT Systems

Personnel, within the limits of their functions and duties, are responsible for the security of the IT systems used and must respect the provisions in force and the conditions of the licence contracts.

Personnel are forbidden to load any borrowed or unauthorised software on the company systems, or to make unauthorised copies of programs used under licence, for personal purposes, for the Companies or for third parties.

Except as provided for by civil and criminal laws, Personnel must also refrain from sending threatening or injurious e-mail messages, using linguistic expressions that do not conform to E.ON style, or which are, in any case, vulgar.

Similarly, it is forbidden to use the Companies' electronic communication network for information traffic of an entity which could considerably reduce the efficiency of the system and cause negative impact on the Companies' relational and productive capacities.

Internet surfing involving sites with indecorous or offensive content is forbidden, and E.ON security policies must be strictly observed to avoid compromising the functionality and protection of the information systems. Personnel must make all efforts to prevent offences committed by the use of electronic communications systems.

2.2.2. Conflicts of Interests

Pursuant to general ethical principles of E.ON, Personnel must avoid carrying out, or even only facilitating, transactions involving conflicts of interests with E.ON, and activities that can interfere with the capacity to impartially take decisions in the best interests of E.ON and in full respect of the provisions of this Code. In the case of a conflict of interests, even if only potential, Personnel must report the circumstance to the competent departments and refrain from the execution of any operation whatsoever.

2.2.2. a) Financial Investments

In accordance to company policies, addressees who have bought, or who intend to buy, material shares or stakes in competing enterprises, customer or supplier companies, must apply to their direct superior for prior written authorisation. The superior will then inform the MB. This obligation also exists if such material shares or stakes are held by close family members of Addressees. Material shares or stakes must be understood as referring to any direct or indirect interest worth more than one percent of the total equity of the company concerned.

2.2.2. b) Performance of Extra Activities

The term 'extra activities' refers to work, other than that performed within E.ON, for another company which does not belong to the E.ON Group, regardless of the position held in such a company. However, the following positions are of particular relevance:

- Chairman of the Board of Directors or Managing Director;
- member of an executive or advisory committee;
- normal employee.

Unless otherwise agreed, the performance of an extra activity for a competitor, customer or supplier must be approved by the direct superior of the involved subject. Personnel are also requested to report any extra activity which could prejudice their work performance for E.ON.

2.2.2. c) Business Opportunities

Addressees are forbidden to exploit to their own advantage or to the advantage of third parties, business opportunities which could be exploited by E.ON.

2.2.2. d) Other Conflicts of Interests

Unless otherwise established, the purchase or sale of real estate or other assets for a value of more than € 2,500 per month, and similarly the undertaking or granting of the same under rental or lease contracts, on the part of Addressees or their close family members, to or from any company of the E.ON Italia Group, must be communicated with due advance notice to the respective direct superior. The latter will then inform the MB.

Similarly, the existence of mortgages, guarantees or surety granted by a company of the E.ON Italia Group to Addressees or their close family members must also be communicated.

2.2.3. Relations with Public Authorities Representatives

Personnel who, in the course of their duties, conduct relations with institutional counterparts, and therefore with public officers or subjects appointed to perform public service, must act in respect of both the laws in force and the Code of Ethics in order to protect the legitimate business practice and reputation of E.ON. In any transaction or relationship with the Public Authorities, both internal and external Addressees are explicitly forbidden to improperly influence the counterpart's decisions, for example by offers, promises or donations of money or any other benefit (such as, for example, assigning mandates, consultancies, sponsorship, etc.), for the purpose of promoting or favouring the interests of E.ON, also subsequent to illicit pressure.

Similarly, E.ON representatives cannot accept money, goods, gifts or any other benefit from Public Authorities representatives.

In any case, Personnel must collaborate in the performance of inspection and audit activities carried out by the appointed control bodies, to ensure that such subjects are given true, honest, complete and transparent information.

If the activity involving contact with a Public Authority representative is delegated to an external consultant,

the employee which conducts relations with the consultant, as far as falling within his/her competence, must ensure respect for the above-indicated ethical principles.

2.2.4. Relations with Business Partners and Competitors of E.ON

In relations with business partners or competitors of the E.ON Italia Group, in no case and under no circumstances Addressees are authorised to spontaneously request benefits or discounts.

a) Gifts

Personnel are forbidden to request or accept gifts in money or discounts, other than those agreed, from business partners or competitors of the E.ON Italia Group.

It is strictly forbidden to accept gifts or benefits which can influence company decisions.

Similarly, the impression that a company decision has been taken in virtue of a gift received must not be generated.

For further clarification in the case of doubt or gifts of a considerable value, Personnel must consult their superior in order to decide how to behave in such situations.

b) Invitations

Invitations from business partners or competitors of E.ON may be accepted providing they fall within the limits of common business practice.

2.2.5. Giving of Gifts, Discounts or Other Benefits by Personnel to Business Partners or Competitors of E.ON

a) Gifts

Specially authorised Personnel, within the limits of the specific procedures and in line with normal business relations, may issue gifts to business partners or competitors of the E.ON Group.

b) Invitations and events

b1) General principles

The following fundamental principles apply to all invitations extended by E.ON.

It is strictly forbidden to make an invitation that can influence company decisions. Similarly, the impression that a company decision has been taken in virtue of an invitation must not be generated.

b2) Special theme events, continuous training and specialization

Within the limits established by the specific procedures and in line with normal business relations, Personnel may offer business partners or collaborators of competitors of E.ON invitations to events on technical-specialist topics, continuous training or specialization, provided that the event is evidently and substantially of a professional nature.

b3) Events linked to sponsorships

Within the limits established by the specific procedures and in line with normal business relations, Personnel may offer business partners and competitors of E.ON

invitations to cultural or sports events sponsored by E.ON itself within the limits of its social commitment.

2.2.6. Relations with Suppliers

Personnel who, in the course of their duties, conduct relations with suppliers must base their behaviour on maximum transparency and correctness.

In particular, under no circumstances is favouritism allowed and the principles contained in the relative procedures must be respected.

Personnel are forbidden to accept donations, awards, benefits etc. (including promises of such), as well as gifts and acts of courtesy or hospitality, unless they are of irrelevant entity, do not compromise image of E.ON and/or cannot be interpreted as aimed at obtaining or guaranteeing unfair favourable treatment.

The above rules of conduct also apply to any relations with international operators.

2.2.7. Relations with Customers

Relations between Personnel and customers must be correct and transparent.

The primary objective of every employee/manager must be the counterpart's full satisfaction.

In particular, donations, awards, benefits etc. (direct or indirect, and including promises of such) are forbidden, as well as gifts and acts of courtesy or hospitality, unless they are of irrelevant entity, do not compromise image of E.ON and/or cannot be interpreted as aimed at

obtaining or guaranteeing unfair favourable treatment. Any gifts and/or benefits and/or advantages of any type (except those of modest value) offered by, or to, Personnel and linked with customer relations must be immediately reported to the Monitoring Body, directly or through the direct superior.

The above rules of conduct also hold firm, and must therefore be respected, in relations with international operators.

2.2.8. Diligence in the Use of E.ON Resources and Assets

Personnel must protect and take care of E.ON property and assets entrusted to them, avoiding situations which can negatively affect the intact nature and the security of E.ON property.

The misuse of resources or company property for purposes not linked to the E.ON business is forbidden.

2.2.9. Diligence in the Performance of Duties

Every employee, within the sphere of his/her duties and in respect of the limits established by the laws and regulations in force, must:

- increase his/her own capabilities and professional skills by all available means;
- contribute to the professional growth of his/her colleagues;
- take decisions and assume risks according to the logics of healthy and prudent management, ensuring the economic and efficient use of the resources in respect of law and of internal regulations, as well

as correct use of the procedures and the risk control system; in particular, when required to manage credit and business relations in general, he/she must do so in respect of the powers conferred and always safeguarding company assets;

- consider the company result as his/her own responsibility and a reason for satisfaction;
- consider complaints and/or reports from customers as opportunities for improvement and for suggesting improvements in procedures and services.

2.2.10. Confidentiality

Personnel are forbidden to disclose confidential information and industrial secrets (e.g. financial data, company strategies, programmed operations) to unauthorised third parties, even after the termination of their respective work contracts.

They are also forbidden to directly or indirectly use confidential company information to their own advantage or to the advantage of third parties, or to the detriment of E.ON, also after the termination of their respective work contracts.

Personnel must ensure that third parties are not allowed to access to confidential information (to safeguard against industrial espionage).

Within the sphere of confidentiality, it is very important to protect personal data, understood as any information regarding an individual or a corporate entity which can be directly or indirectly identified, also in combination with any other information, including a personal identity number.

2.2.11. Management of Disputes and Arbitration

Personnel appointed to manage disputes in and out of court and to manage arbitration must scrupulously respect the principles contained in the relative company procedures.

Relations with advisors and counterparts must be clear and based on the principles of loyalty and correctness. Under no circumstances may behaviour be adopted that does not conform to the said principles on the mistaken supposition that an advantage may be obtained for E.ON.

2.2.12. Management of Pro-Environment Actions

Personnel whose duties involve environmental actions must respect the following rules of conduct:

- a) they must carefully check the truth and accuracy of the information given in the authorisation/licence application documentation;
- b) they must act in a cooperative and positive manner towards Public Authorities representatives, also in the case of inspections and checks;
- c) in the case of work performed under authorisation licence, they must always have a balanced, loyal, transparent and honest attitude in the management of relations with representatives of the Public Authorities.

Personnel must never adopt behaviour that does not comply with the principles of this Code, even if such behaviour could be advantageous to E.ON.

2.2.13. Management of Extraordinary Operations

In the performance of extraordinary transactions, E.ON behaviour is based on:

- 1) maximum confidentiality of information relative to such transactions; the subjects involved must therefore treat the information as confidential and not misuse the same;
- 2) maximum transparency towards the public; for this purpose, E.ON ensures all appropriate information, promptly and completely, on the main points of its management.

Every communication must therefore respect the law, the rules, and the practice of professional conduct, and must be made clearly, transparently and immediately, also safeguarding, among other things, price sensitive information and industrial secrets;

- 3) respect for market competition; to this regard, E.ON undertakes:
 - to observe all prescriptions dictated by the Anti-Trust Authority and by the Regulatory Authority for Electricity and Gas ;
 - to direct relations with such Authorities in full respect of the principles of good faith and correctness.

2.2.14. Responsibility for Internal Audits

The Internal Audit is a process which is managed and carried out by the Directors, Managers and other employees of E.ON, the purpose of which is to give reasonable certainty of achieving objectives such as the effectiveness and efficiency of company transactions, the truthfulness of information, and compliance with applicable laws and regulations.

Everyone who belongs to E.ON organisation is an essential part of its internal audit system and, within the sphere of his/her position and duties, must contribute to the correct functioning of the same.

Furthermore, all E.ON Personnel must report to their own direct superior any gaps found in the audit system or any negligent behaviour, or intentionally detrimental behaviour, they may learn about.

2.2.15. Compliance regarding Accounting

Personnel must pay particular attention to the preparation of the Financial Statements and other company documents.

To this regard, it is necessary to guarantee:

- adequate cooperation with departments responsible for drafting documents;
- completeness, clarity and accuracy of data and information supplied;
- respect for the principles pursuant to which the accounting documents must be drawn up.

2.3. Rules of Conduct for Other Addressees

In addition to the members of the Statutory Bodies and the Personnel, this Code of Ethics and the ethical principles of reference (see Part I) and the rules of conduct dictated for E.ON Personnel (see Part II) are also applicable to Other Addressees (as defined in the Introduction), within the limits of their competence and responsibility.

Other Addressees must formally undertake to respect the Code of Ethics (as well as the Model); if this commitment is not undertaken, E.ON shall not conclude and/or continue any transaction/agreement. E.ON, in fact, in compliance with best practice, includes in the letter of mandate or in contracts, special clauses pursuant to which, in the case of the infringement of the rules of the Model, sanctions are applicable as contemplated by the Disciplinary System adopted by the Companies.

SECTION 3 - Circulation, Implementation and Monitoring of the compliance with the Code of Ethics

3.1. Circulation and Training on the Code of Ethics

E.ON undertakes to guarantee prompt internal and external circulation of the Code of Ethics by:

- its distribution to all members of the Statutory Bodies and Personnel;
- affixing the Code in a place accessible to all, and publication on the intranet;
- making the Code available to Other Addressees and any other subject concerned.

The MB appointed by the Companies pursuant to the Decree, in collaboration with the HR Department, promotes and monitors the periodic implementation of training initiatives on the principles of the Code, also planned in consideration of the need to differentiate training on the basis of the roles and responsibilities of the human resources concerned, with more intense, in-depth training for those classified by the Decree as "Apicals" and for those who operate in the 'risk areas' as qualified by the Model.

Furthermore, contracts with Other Addressees include clauses, or require the undersigning of declarations, which formally bind such subjects to respect the Model and the Code of Ethics and pursuant to which sanctions of a contractual nature can be imposed in the case of failure to respect the commitment.

The drafting of said clauses and their effective implementation are the responsibility of the Legal & Compliance Department.

3.2. Monitoring of the Code of Ethics. Monitoring Methods

Implementation and respect for the Code of Ethics must be continually monitored by the Monitoring Body which, in particular, must:

- check on respect of the Code of Ethics on the part of the Addressees;
- present its own written observations on any ethical problems that may arise within the sphere of company decision-making;
- supply, at the request of the subjects concerned, any clarifications and elucidations on the interpretation of the Code and on the legitimacy of their own and others' conduct;
- stimulate and coordinate the updating of the Code of Ethics, also by its own proposals for adaptation and/or updating;
- promote and monitor the development of the activities, held on E.ON initiative, for communication and training on the Model and, in particular, on the Code of Ethics.

3.3. Breach of the Code of Ethics and Relative Sanctions

With regard to the types of breach of the Code of Ethics and the applicable sanctions, as well as for the procedure for serving the charge of such breach and for imposition of the sanctions, the Companies, in compliance with the prescriptions of Lgs. Decree n. 231/2001 and the suggestions of the category associations, has drawn up a specific Disciplinary System, approved together with the Model.

3.4. Reporting Breach of the Code of Ethics

If Addressees held to respect the Model and this Code of Ethics learn about a fact which they deem as a breach, or even potential breach, of the same, said subjects must immediately report the fact to the MB.

Such communications can be made via the following channels:

- special e-mail boxes:
 - odv.eonitalia@eon.com (for E.ON Italia),
 - odv.eonenergia@eon.com (for E.ON Energia)
 - odv.eonservizi@eon.com (for E.ON Servizi)
 - odv.eonproduzione@eon.com (for E.ON Produzione)

where any reports on infringements of the Model or this Code can be sent, also anonymously or in a manner by which it is impossible to trace the identity of the sender;

- by sending the report, also anonymously, to the Monitoring Body at the following addresses:
 - Organismo di Vigilanza, E.ON Italia S.p.A.,
Via A. Vespucci, n. 2, 20124 - Milano (per E.ON Italia);
 - Organismo di Vigilanza, E.ON Energia S.p.A.,
Via A. Vespucci, n. 2, 20124 - Milano
(per E.ON Energia);
 - Organismo di Vigilanza di E.ON Servizi S.r.l.,
Via A. Vespucci, n. 2, 20124 - Milano
(per E.ON Servizi);
 - Organismo di Vigilanza, E.ON Produzione S.p.A.,
Via A. Vespucci, n. 2, 20124 - Milano
(per E.ON Produzione).

In any case, the MB will take measure to ensure that those who make reports are not subjected to retaliation or discrimination or any type of penalisation, ensuring adequate confidentiality regarding their identity.



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