

- FONDITAL S.p.A. -

**PROCEDURE FOR THE MANAGEMENT OF
REPORTS OF OFFENCES AND PROTECTION OF
THE WHISTLEBLOWER**

(so-called Whistleblowing)

**(Implementing Italian Legislative Decree 24/2023 on the protection of persons reporting
breaches of Union and national law)**

3rd Edition - Update Approved by the

Board of Directors on 13/02/2025

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1. PURPOSE AND SCOPE OF APPLICATION

The purpose of this document is to describe and regulate the organisational aspects and operational processes relating to reports of offences, or violations of national or EU laws and regulations, and unlawful conduct relevant under Italian Legislative Decree 231/2001, as better detailed in the following paragraph 4, of which internal or external subjects¹ related to Fondital S.p.A. (hereinafter "Fondital" or the "Company") by work or business relations become aware in the working context. This Procedure applies to such subjects.

The document and the definition of the internal reporting channels as described therein, as well as the actual way they work, were the subject of RSU information, as the comparatively most representative trade union organisation(s).

This shall be without prejudice to any legal obligations, in particular with regard to the obligation to report to the Judicial Authority or to the Supervisory Authority, as well as with regard to the processing of personal data and the protection of privacy provided for by current legislation.

The Procedure also incorporates the principles and provisions of the Code of Ethics and of the Organisational, Management and Control Model pursuant to Italian Legislative Decree 231/2001 adopted by the Company. It does not modify in any way, but rather integrates and regulates in a more specific manner the procedures for reporting to the Company Supervisory Body relevant acts or facts, for matters within its competence, provided for by the Organisational, Management and Control Model.

The possibility of making reports about safety in the workplace, as provided for in current procedures and applicable company collective agreements, is also confirmed.

This Procedure was updated on 15 July 2023 and then updated again on 13/02/2025 following approval by the Board of Directors. Any subsequent amendments and/or additions shall enter into force on the day laid down by law or regulation or by resolution of the Board of Directors, or, in case of urgency, by the Chairperson of the Board of Directors or the Managing Director.

2. REFERENCES

In implementation of EU Directive No. 1937/2019 of the European Parliament and of the Council of 23 October 2019, on the protection of persons who report violations of union law and laying down provisions on the protection of persons who report violations of national law, the Italian legislator, with Legislative Decree 24/2023, has extended the scope of application of

¹ Specifically, it is aimed at all persons, connected in a broad sense to the organisation in which the violation occurred: employees, self-employed workers, freelancers and consultants, external collaborators, those carrying out paid or unpaid internships, volunteers, persons working under the supervision and direction of contractors, sub-contractors and suppliers, customers, shareholders and persons with administrative, management, control, supervisory or representative functions.

whistleblower protection, previously limited to cases of relevant unlawful conduct pursuant to Italian Legislative Decree 231/2001 or violations relating to the 231 Model and the Company's Code of Ethics, to the violation of additional European and national regulations.

Art. 6 of Italian Legislative Decree 231/2001 requires that Models 231 provide for internal reporting channels, a prohibition of retaliation and a disciplinary system in accordance with Italian Legislative Decree 24/2023.

This procedure has been drawn up on the basis of the following documents, in addition to the legal requirements:

- Fondital S.p.A. Code of Ethics;
- Organisation, Management and Control Model of Fondital S.p.A. pursuant to Italian Legislative Decree 231/2001;
- Italian Legislative Decree 196 of 30 June 2003, as amended and Regulation (EU) 2016/679 on data protection;
- Guidelines for the Preparation of Whistleblowing Procedures of Transparency International Italy;
- Guidelines on the protection of persons who report violations of Union law and protection of persons who report violations of national laws; approved by ANAC with Resolution No. 311 of 12 July 2023;
- Operational Guide for Private Entities on the New Whistleblowing Discipline, prepared by Confindustria in October 2023.

3. DEFINITIONS

Before proceeding with the explanation of the substantive and operational aspects related to the handling of reports, the following definitions are intended to clarify the meaning attributed to certain terms used in this Procedure:

- **Reporting:** a written or oral communication by the Whistleblower, concerning information on a breach committed by the Reported person, and sent through the channels set up by the Company, concerning potential "*violations*", as defined below. The Report cannot concern information already completely in the public domain, information acquired solely on the basis of indiscretions or unreliable disclosures (so-called hearsay), nor can it consist of claims, disputes, requests of a personal nature of the whistleblower or of the person who has filed a complaint with the judicial or accounting authority, relating exclusively to their own individual working relationships, or concerning their working relationships with hierarchical superiors.
- **Violations:** conduct, acts or omissions that harm the public interest or the integrity of the private entity (i.e. Fondital) and that consist of:

- a) **unlawful conduct pursuant to Italian Legislative Decree 231/2001** or violations of the Company's **Model of Organisation, Management and Control**;
 - b) **offences falling within the scope of application of the European Union or national regulations** indicated in the annex to Italian Legislative Decree 24/2023 or of the national regulations constituting the implementation of the European Union regulations indicated in the annex to EU Directive No. 1937/2019, although not indicated in Italian Legislative Decree 24/2023, relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and protection of personal data and security of networks and information systems (List of European and national regulations mentioned in Italian Legislative Decree 24/2023, Annex a);
 - c) **acts or omissions affecting the financial interests of the Union**;
 - d) **acts or omissions concerning the internal market**, including violations of EU competition and State aid rules, as well as violations concerning the internal market related to acts in breach of corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the subject or purpose of the applicable corporate tax law;
 - e) **acts or conduct that frustrate the subject or purpose of the provisions of Union regulations in the areas referred to in b), c) and d) above.**
- **Whistleblower:** the directors, managers, employees, collaborators, as well as external parties collaborating with the Company. The parties referred to in Art. 3, para. 3, 4 and 5 of Italian Legislative Decree 24/2023 are also considered to be **whistleblowers**, including: employees, self-employed workers, suppliers of goods or services, freelancers and consultants, volunteers and trainees, shareholders, candidates and employees on probation, as well as former employees.
 - **Reported person:** a person who, within the report, is identified as being responsible for the offence or violation reported.
 - **Person involved:** the natural or legal person mentioned in the internal or external report or in the public disclosure as the person to whom the violation is attributed or as a person otherwise involved in the reported or publicly disclosed violation.
 - **Report Managers:** the autonomous person or internal office or external entity entrusted with the management of the internal reporting channel. The report manager is specifically trained to manage the channel.

4. REPORTS

4.1 Scope of and parties involved in the report

The violations that can be reported pursuant to the Whistleblowing Decree must concern conduct, acts or omissions that harm the public interest or the integrity of the public administration or the private entity (i.e. Fondital) of which the Whistleblower has become aware in the context of the Company's work, and which consist in:

- a) relevant unlawful conduct under Decree 231 or violations of the Model 231 including the code of ethics, which do not fall under the offences indicated below (the "231 Reports");
- b) offences falling within the scope of European Union or national regulations (as referred to in the Whistleblowing Decree) relating to the following areas:
 - 1. public procurement;
 - 2. financial services, products and markets and the prevention of money laundering and terrorist financing;
 - 3. product safety and conformity; transport safety;
 - 4. environmental protection;
 - 5. radiation protection and nuclear safety;
 - 6. food and feed safety and animal health and welfare;
 - 7. public health;
 - 8. consumer protection;
 - 9. protection of privacy and protection of personal data and security of networks and information systems;
- c) acts or omissions detrimental to the financial interests of the European Union, as set out in the Whistleblowing Decree;
- d) acts or omissions concerning the internal market, including violations of European Union competition and State aid rules, as well as violations concerning the internal market related to acts in breach of corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the subject or purpose of the applicable corporate tax law, as indicated in the Whistleblowing Decree;
- e) acts or conduct that frustrate the subject or purpose of the provisions of Union acts in the areas referred to in letters b), c) and d).

Whistleblowers may be employees and managers of the Company, members of corporate bodies, collaborators, consultants and third parties generally linked to the Company by contracts or business activities (e.g. business partners). See note 1 to this document.

Reports may not relate to information already in the public domain, nor to claims, disputes, requests of a personal nature of the person making the report, relating exclusively to his or her individual employment relationships.

Reports may relate to:

- employees, collaborators and managers of the Company;
- members of corporate bodies (Board of Directors, Board of Statutory Auditors, Auditing Company, Supervisory Body);
- third parties connected to the above-mentioned subjects (suppliers, subcontractors, consultants).

The whistleblower is required to indicate in the report whether he/she has a private interest related to the report, specifying, if so, the type of interest, and to declare his/her commitment to report what he/she knows to be true.

4.2 Report features

The report must be made in good faith or on the basis of a reasonable belief, and must contain elements that are useful to enable the persons in charge of their examination and assessment to carry out the appropriate checks and verifications as to the legitimacy of the facts and circumstances that are the subject of the report.

The report must therefore detail the facts reported, indicating the time and place of their commission, the author or, if more than one, the authors of the facts themselves, as well as any documents proving the same.

Reports may also be made anonymously, provided they meet the requirements of completeness, detail and substantiation laid down in this paragraph and are adequately substantiated.

4.3 Recipients and Reporting Channels

Reports can be made through **three different reporting channels**:

- a) **internal** reporting channel
- b) **external** reporting channel
- c) **Public disclosure.**

The three types of report must necessarily be used in a progressive and subsidiary manner, in the sense that the whistleblower can make:

1. an external report only if he/she could not make an internal report or if the internal report was not followed up, as explained more in detail in the “External Report” section below;
2. public disclosure only after an internal and/or external report has been made without follow-up, as further explained in the section “Public disclosure” below.

The reporting channels available to involved parties are announced by means of an internal company communication and by means of an indication on the company website.

The whistleblower may at any time supplement, rectify or complete the report made or add further evidence, including documentary evidence, in the same way as he/she sent the original report.

INTERNAL REPORT

Monitoring and management of internal reporting channels are the responsibility of the “**Report manager**”.

In this regard, it should be noted that the Company, in order to ensure the protection of the confidentiality of the identity of the Whistleblower, in accordance with the reference regulations, has decided to entrust the role of report manager pursuant to Art. 4, para. 2 of Italian Legislative Decree 23/2024 to a collegial Committee made up of internal resources from the legal department and the personnel department (hereinafter also referred to as the “Report Manager” or “Whistleblowing Committee”), with adequate professionalism and the necessary autonomy and independence in relation to the task of managing internal reporting channels.

This Whistleblowing Committee has been formally appointed as the manager of the internal channels, which also includes the letter of appointment as authorised person pursuant to EU Reg. 679/2016, Art. 29 (also referred to as “GDPR”) and Italian Legislative Decree 196/2003 *2-quaterdecies* (also “Privacy Code”). The letter provides specific instructions for the correct processing of personal data relating to the report, of which the Company is the Data Controller pursuant to Art. 4, para. 1 no. 7 of the GDPR.

Fondital has set up the following internal communication methods:

- **specific whistleblowing platform** that enables the computerised submission of written and oral **whistleblowing reports** and guarantees - also via encryption tools:
 - the confidentiality of the identity of the Whistleblower, the Involved Person and the person in any case mentioned in the Report, as well as the content of the Report and its documentation.

The platform is accessible from any browser at the following address <https://fondital.integrityline.com/> and allows Whistleblowing Reports to be made, even anonymously.

In this regard, it should be noted that the platform allows the Whistleblower to remain in contact with the Report Manager during the management of the Anonymous Report, being able to provide clarifications and/or documentary additions through a messaging system that guarantees anonymity.

The reporting platform adopted, provided by a third party and equipped with adequate technical security measures as required by art. 32 GDPR, provides for confidential registration, the use of encryption, and a guided path for the Whistleblower to enter the information needed to reconstruct and assess the facts.

The platform provider has signed the data protection agreement pursuant to Art. 28 of the GDPR in which it undertakes to comply with the instructions provided by the data Controller, also in the case of sub-contracting.

When using the platform, the Whistleblower will have to fill in a form with a series of open and closed questions, which will enable the Report Manager to investigate the subject of the report in the first instance, even without establishing direct contact with the Whistleblower. The platform also allows for the uploading of any documentation that the Whistleblower deems appropriate to bring to the attention of the Report Manager in support of his/her report.

Through the use of the platform, there is the possibility of exchanges of enquiries between the Whistleblower and the Report Manager in order to deepen the topics of communication or to organise a face-to-face meeting.

At the end of the reporting procedure, in fact, the platform will provide the Whistleblower with a code that will allow him/her to access the system and, therefore, his/her own report, to:

- monitor its progress;
- supplement their report with additional factual elements or other documentation;
- have direct contact with the Report Manager, including initiating a possible exchange of requests and information.

The platform used by the Company allows reports and attached documentation to be stored in computerised and encrypted form, and in compliance with applicable data protection regulations. The data and documents covered by the Report are retained in accordance with the law. Encryption makes it possible to ensure the confidentiality not only of the Whistleblower, but also of the facilitator, the person involved or otherwise mentioned in the report, as well as the content of the report and the documentation;

- By means of a face-to-face meeting, to be held in person in a confidential location, at the request of the Whistleblower to the Report Manager (via the reporting platform), which will be set within a reasonable timeframe. Such an **oral** report, subject to the consent of the Whistleblower, shall be documented, either by recording it on a device suitable for storing and listening to it or by transcribing it in full. In the case of a transcript, the whistleblower may verify, rectify or confirm the content of the transcript by signing it. Failure to sign will result in the report being inadmissible.

Warning: Reports concerning breaches of Italian Legislative Decree 231/2001 may only be made through the internal channel.

Warning: In any case, it is emphasised that ONLY reports concerning “violations” as defined above fall within the scope of this procedure and, therefore, the protections set out below will apply.

It is understood that reports which are not considered relevant for the purposes of this procedure, and therefore outside the scope of application of Italian Legislative Decree 24/2023, shall be filed by the Report Manager as “non-whistleblowing reports” and forwarded to the competent Entities for them to carry out their own investigative activities.

In spite of this, it should be noted that it is always possible to report unlawful conduct not falling within the above categories to the Supervisory Body e-mail addresses, as indicated in the Company Organisation, Management and Control Model a) Supervisory Body e-mail address: odv@fondital.it; b) confidential postal letters addressed to Fondital S.p.A., Supervisory Body, Italian Legislative Decree 231, Via Cerreto, 40 - 25079 Vobarno (BS). The members of the Supervisory Body are bound by the obligation of confidentiality; however, in these cases the protections and guarantees referred to in this procedure will not apply.

EXTERNAL REPORT

Only for breaches concerning offences falling within the scope of the above-mentioned European Union or national regulations - para. 3, letters b), c), d), e) - is it possible for the Whistleblower to make an external report through the channel activated at the ANAC (National Anti-Corruption Authority) (the external reporting channel cannot be activated for reports concerning breaches of Italian Legislative Decree 231/2001 and breaches of the Organisation and Management Model).

The **external report** can be made under the following conditions:

- a. the internal reporting channel, even if compulsory, is not active or, even if activated, does not comply with the provisions of Art. 4 of Italian Legislative Decree no. 24 of 10 March 2023;
- b. the Whistleblower has already made an internal report under Art. 4 and the report has not been followed up;
- c. the Whistleblower has reasonable grounds to believe that, if he/she were to make an internal report, the report would not be effectively followed up or that the report might give rise to the risk of retaliation;
- d. the Whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

The existence of the conditions for using the external reporting channel must be adequately justified by the Whistleblower; in particular:

- a report "has not been followed up" (see letter b above) when it has been totally ignored;
- the "well-founded grounds" referred to in letters c and d above must be objective and adequately substantiated.

External reports are made on the platform made available by the National Anti-Corruption Authority (ANAC), designated as the authority to receive external reports from both the public and the private sector: the ANAC website explains how to use this channel, <https://www.anticorruzione.it/-/whistleblowing>.

PUBLIC DISCLOSURE

Public disclosure means making information on violations publicly available through the press or electronic media or, in any case, through means of dissemination capable of reaching a large number of people (public disclosure cannot be used for reports concerning violations of Italian Legislative Decree 231/2001 and of the Organisation and Management Model).

The **Public disclosure** option can only be chosen if one of the following conditions is met:

- a) the Whistleblower has previously made an internal and external report, or has made an external report directly, under the conditions and in the manner provided for or by this procedure, and no reply has been received within the prescribed time limits as to the measures envisaged or taken to follow up the reports;
- b) the Whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest;
- c) the Whistleblower has reasonable grounds to believe that the external report may involve a risk of retaliation or may not be effectively followed up due to the specific circumstances of the case, such as where evidence may be concealed or destroyed, or where there is a well-founded fear that the recipient of the report may be colluding with the perpetrator of the violation or be involved in the violation.

As to the definition of “well-founded reason”, see the previous paragraph.

The Whistleblower who makes a public disclosure benefits from the protection provided for by the Italian Legislative Decree 24/2023 only if one of the three conditions set out above is met.

Caution: the external reporting and public disclosure channels cannot be activated in the event of unlawful conduct relevant under Italian Legislative Decree 231/2001 or violations of the Organisation and Management Model or the Company's Code of Ethics.

5. INTERNAL REPORT MANAGEMENT PROCESS

5.1 Receipt of the report and preliminary verification

When an internal report is received, the Report Manager acknowledges its receipt to the Whistleblower within 7 days. Then he/she proceeds to carry out a formal examination of the report by checking:

- its completeness;
- compliance with the criteria laid down in this Procedure;
- the existence of the legal and factual prerequisites for the start of the subsequent analysis phase, also with the support of specialised external consultants;
- the possible seriousness of the facts reported and the urgency.

Once the aforementioned preliminary check has been completed, the Report Manager shall:

- a) if the report is found to be irrelevant to the subject matter of this Procedure (e.g. because it relates to a personal grievance or concerns facts in the public domain or circumstances already established by the judicial authorities) or does not meet the requirements set out in the previous section 4.2, reject the report, informing the Whistleblower and stating the reasons for the rejection;
- b) if the report is excessively general or incomplete, contact/convene the Whistleblower to ask for elements useful for a preliminary assessment;
- c) proceed with the next phase of analysis if he/she identifies a possible violation or unlawful conduct, and inform the Chairperson of the Board of Directors.

The duration of this investigation phase should not normally exceed 30 days and is documented directly in the whistleblowing platform in such a way as to ensure the confidentiality of the information collected and the privacy of the whistleblower. The type of report received, the date of receipt, the date on which the preliminary assessment was completed and the outcome of the assessment, together with the reasons for it, are recorded on this platform. The person entrusted with the report management shall also delete personal data that are not useful for the purposes of the report.

As provided for in Art. 4 of the Whistleblowing Decree, a Report submitted to a person other than the Report Manager must be immediately (within seven days) forwarded to the Report Manager, with contemporaneous notice to the Whistleblower

5.2 Analysis and evaluation of the report

In the event that the preliminary verification referred to in the previous paragraph gives a positive outcome (as indicated in point c) of the previous paragraph, the Report Manager immediately proceeds to the analysis and assessment of the Report.

At this stage, the Report Manager may:

- (i) contact other corporate functions and roles to request their cooperation, by providing data, documents or information useful for the analysis, and obtain operational support from the various corporate functions involved, while maintaining appropriate confidentiality with regard to the identity of the Whistleblower and the Reported person;
- (ii) request further elements or insights from the Whistleblower, recording in writing the relevant interview, if any, and keeping the minutes on file;
- (iii) make use of external resources to conduct the necessary investigations;

- (iv) carry out any activity deemed useful or necessary, including the meeting with the Whistleblower and/or of any other person who may report on the facts reported, in compliance with the principles of confidentiality and impartiality of judgement, with the legislation on the protection of personal data and with the applicable national labour contract (CCNL).

In any case, the identity of the Whistleblower and any other information from which that identity may be directly or indirectly inferred shall not be disclosed by the Report Manager without the Whistleblower's consent in order to protect him/her against possible retaliation or discrimination. It should be noted that, even in the absence of consent, where necessary for investigative reasons, if other persons also need to be made aware of the content of the Report and/or of the documents annexed thereto, the Report Manager will hide the personal data of the Whistleblower and of any other persons whose identity must remain confidential (the facilitator, the Reported person, the other persons mentioned in the Report).

The Reported person and any other persons named in the Reports have the right to be heard, in order to exercise their defence, either orally or by submitting written comments.

The analysis phase concludes with a written opinion from the Report Manager indicating:

- the details of the Report (name of the Whistleblower - if known - and of the Reported person(s), place and date of occurrence, evidence or documents);
- the verifications carried out, the results of those verifications and company or third parties involved in the analysis phase;
- a summary evaluation of the analysis process with an indication of the cases established and the related reasons;
- the outcome and conclusion of the analysis (archiving or substantiation of the Report).

At the end of the analysis phase, the Report Manager:

- a) if he/she deems the Report to be unfounded, he/she shall proceed to close it, giving his/her reasons in writing;
- b) if he/she considers the Report to be well-founded and substantiated, he/she communicates the outcome to the Chairperson of the Board of Directors for the adoption of the consequent decision-making measures (without disclosing the identity of the Whistleblower).

The analysis phase referred to in this paragraph must be completed within 60 days from the date of its commencement, except in cases of particular importance and urgency, for which the Chairperson of the Board of Directors shall immediately inform the Board of Auditors and the Board of Directors without waiting for the analysis phase to be completed.

The decisions to be taken, depending on the circumstances and the seriousness of the infringement identified, may include one or more of the following actions:

- a) termination of contracts, suspension of projects or activities;
- b) return (or request for return) of any improper benefits;
- c) taking disciplinary measures against the staff members involved;
- d) complaint to the authorities;
- e) taking action to avoid or minimise any legal consequences of the breach found (e.g. remedy to loss or damage, remedial action, etc.).

In any event, the Report Manager must provide feedback to the Whistleblower (if traceable), within three months² from the date of receipt of the Report, on the status of the internal investigation and its outcome, if concluded, providing the reasons for any closure.

Retention of documentation

Reports (and related documentation) are kept through the platform for the time necessary to process them and, in any case, in accordance with the provisions of Italian Legislative Decree 23/2024, no longer than five years from the date of the communication of the final outcome of the Whistleblowing reporting process.

5.3 Reports on corporate bodies

- A. If the report concerns the Chairperson of the Board of Directors/Managing Director, the Report Manager forwards it to the Vice-Chairperson of the Board of Directors, who may decide whether to proceed directly, on his/her own, to the analysis phase referred to in paragraph 5.2 or whether to entrust the Report Manager and proceed in the ordinary way, in any case informing the Chairperson of the Board of Auditors.
- B. If the report concerns another member of the Board of Directors, the Report Manager forwards it to the Chairperson of the Board of Directors, who may decide whether to proceed directly, on his/her own, to the analysis phase referred to in paragraph 5.2 or whether to entrust the Report Manager and proceed in the ordinary way, in any case informing the Chairperson of the Board of Auditors.
- C. If the report concerns a member of the auditing firm/statutory auditor or the Board of Auditors, the Report Manager forwards it to the Chairperson of the Board of Directors, who may decide whether to proceed directly, on his/her own, to the analysis phase referred to in paragraph 5.2 or whether to entrust the Report Manager and proceed in the ordinary way, in any case informing the Chairperson of the Board of Auditors.

² From the expiry of 7 days after receipt of the report.

- D. If the report concerns the Supervisory Body, the Report Manager does not involve that Body, even if the report concerns matters falling within its competence, but informs the Chairperson of the Board of Auditors and the Chairperson of the Board of Directors on his/her behalf, who may decide whether to proceed directly, on his/her own, to the analysis phase referred to in paragraph 5.2 or to appoint a company function he/she considers more competent.
- E. If the report concerns the Report Manager, one of the conditions for using the external reporting channel to ANAC is deemed to be met, as it cannot be ensured that the report is effectively followed up. Should the report be forwarded to different persons, they must forward it to the Chairperson of the Board of Directors, who may decide whether to proceed directly, on his/her own, to the analysis phase referred to in paragraph 5.2 or to appoint a company function that he/she deems to be more competent, informing in any case the Chairperson of the Board of Statutory Auditors and without prejudice to the involvement of the Company Supervisory Body, to the extent of its competence.

6. DISCIPLINARY MEASURES

6.1 Disciplinary measures in relation to employees

Upon receipt of the report from the person who analysed the report, the Chairperson of the Board of Directors decides whether to initiate disciplinary proceedings against the reported persons deemed responsible for the breach or unlawful conduct and held liable as a result of the analysis performed and the assessment made.

If the Whistleblower is co-responsible for the fact that is the subject of the Report, the Whistleblower shall be treated more favourably than the other co-responsible persons, provided that the applicable regulations and National Collective Labor Agreement (CCNL) are complied with, together with the protections provided for in the Workers' Statute.

The Chairperson of the Board of Directors also assesses, with the assistance of the Human Resources Manager, whether to initiate disciplinary proceedings:

- (i) against the Whistleblower who has acted with wilful misconduct or gross negligence, ascertained and proven, or whose criminal liability for the crimes of defamation or slander has been ascertained, even with a first instance sentence;
- (ii) against any perpetrators of retaliatory/discriminatory behaviour against the Whistleblower;
- (iii) against persons involved in the process of assessing and analysing the Report who have breached confidentiality obligations or have failed to consider the Report received.

The disciplinary procedures adopted will be those provided for in the applicable CCNL, imposed on the basis of the Workers' Statute and in compliance with the company disciplinary system.

In addition to disciplinary sanctions, any power of attorney granted to the employee may also be revoked.

In no case will proceedings be initiated solely on the ground of the Report, in the absence of concrete evidence as to its content. This could possibly be done on the basis of other evidence found and ascertained starting from the Report itself.

Retaliatory or discriminatory dismissal of the Whistleblower is null and void. A change of job within the meaning of Article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure - as better defined in paragraph 7.2 below - taken against the Whistleblower shall also be null and void. In the event of disputes related to the imposition of disciplinary sanctions, or to de-skilling, dismissals, transfers, or subjecting the Whistleblower to other organisational measures having direct or indirect negative effects on working conditions, following the submission of the Report, it is the employer's responsibility to prove that such measures are based on reasons extraneous to the Report itself.

6.2 Measures against corporate bodies

If the violation or unlawful conduct concerns a member of the corporate bodies, the Board of Directors and/or the Board of Statutory Auditors, as the case may be, according to their respective competences, shall proceed to take the most appropriate and adequate initiatives in view of the seriousness of the violation and in compliance with the law and the Articles of Association.

In the most serious cases, the Board of Directors, having consulted the Board of Statutory Auditors, may propose to the Shareholders' Meeting that the director concerned be removed from office. In the event of a breach by the auditors, the Board of Directors, having heard the shareholders' meeting, may apply to the Court to revoke the mandate of the auditor concerned.

In the event of violations or unlawful conduct on the part of a director who is also an employee of the Company, the applicability of the various disciplinary actions under the employment relationship shall in any case be unaffected.

6.3 Measures against third parties

In the event of violation or unlawful conduct by third parties (consultants, collaborators, agents, suppliers, subcontractors, etc.), the Company may avail itself of the termination clauses contained in the contracts/letters of appointment for violations of the Management, Organisation and Control Model pursuant to Italian Legislative Decree 231 (of which this Procedure is an integral part).

6.4 Consequential and further measures

The Chairperson of the Board of Directors may inform the judicial authorities and/or the supervisory authorities of the facts specified in the Report if he/she finds that these facts have the characteristics of a crime or a civil or administrative offence.

The Chairperson of the Board of Directors, in concert with the Human Resources Manager, defines the implementation of any prevention measures that may be necessary to foster the promotion of the culture of legality and transparency within the Company and promotes the adoption of any amendments and additions to this Procedure and the control systems in the light of a constant monitoring of the application of the results obtained.

Administrative pecuniary sanctions applied by ANAC

ANAC can apply the following administrative fines to the person responsible:

- ranging from 10,000 to 50,000 euro when retaliation is ascertained, or when it is ascertained that the report was obstructed or that an attempt was made to obstruct it, or that the obligation of confidentiality foreseen by the Whistleblowing Decree was violated;
- ranging from 10,000 to 50,000 euro when it is ascertained that reporting channels have not been established according to the requirements of the Whistleblowing Decree, nor that a procedure for the making and management of reports has been adopted or that it does not comply with the Whistleblowing Decree or in case of failure to verify and analyse the Reports received;
- ranging from 500 to 2,500 euro, when the whistleblower is found criminally liable for the crimes of defamation or slander.

7. PROTECTION OF THE WHISTLEBLOWER

7.1 Confidentiality and Privacy

The Company guarantees the confidentiality of the whistleblower and of the data/information transmitted, in order to protect the whistleblower against any form of retaliation or discrimination.

The identity of the Whistleblower and any other information from which such identity may be inferred, directly or indirectly, may not be disclosed without the Whistleblower's express consent, to persons other than those competent to receive or follow up on the Reports, expressly authorised to process such data pursuant to Articles 29 and 32, para. 4 of Regulation (EU) 2016/679 and Article 2-*quaterdecies* of the GDPR set out in Italian Legislative Decree 30 June 2003, except where it is requested by a judicial or administrative authority and if there is a specific legal obligation in this regard for example in cases where:

- the Report made and the subsequent investigations reveal the commission of a civil or criminal offence against the Whistleblower;

- knowledge of the identity of the Whistleblower is necessary and indispensable for taking charge of the Report or for the exercise of the reported person's right of defence.

The Whistleblower shall be notified of the disclosure of the identity by written notice, containing the reasons therefor.

Only personal data that is pertinent and strictly necessary for the assessment of the Report may be processed by the parties involved in the phases of this Procedure.

These persons must also make sure that access to the information contained in the Reports by other corporate functions or third parties, who may be involved in the aforementioned phases and processes, never implies access to the personal data of the Whistleblower or the reported person, subject to the exceptions mentioned above. In any case, the identity of the Whistleblower and any other information from which that identity may be directly or indirectly inferred shall not be disclosed by the Report Manager without the Whistleblower's consent in order to protect him/her against possible retaliation or discrimination. It should be noted that, even in the absence of consent, where necessary for investigative reasons, if other persons also need to be made aware of the content of the Report and/or of the documents annexed thereto, the Report Manager will obscure the personal data of the Whistleblower, as well as of the other persons whose identity must remain confidential (the facilitator, the reported person, the other persons mentioned in the Report). The Whistleblower's personal data, for the purposes of this Procedure, shall be kept, in compliance with Italian Legislative Decree 196/2003 as amended and supplemented, with Regulation (EU) 2016/679 (GDPR) and with the corporate procedures in force, for the time strictly necessary for their processing and in any case for a period not exceeding 5 years from the date of communication of the final outcome⁴, except in cases where it is necessary to keep them for a longer period, subject to adequate justification and limited to the duration of the need.

The Company shall apply the same principles and protections set out in this paragraph also to the personal data of the reported person pending the internal analysis and investigation process, without prejudice to the responsibilities and disclosure obligations that may be imposed by law or by the judicial authorities. Similar guarantees of confidentiality are granted to any other persons involved or mentioned in the Reports, until the conclusion of the proceedings.

In the context of any disciplinary proceedings initiated against the Reported person, the identity of the whistleblower cannot be revealed if the disciplinary charge is based on separate and further investigations with respect to the Report, even if they result from it. If the dispute is based, in whole or in part, on the Report and knowledge of the identity of the whistleblower is essential for the defence of the accused, the Report may be used for disciplinary proceedings only with the express consent of the whistleblower to the disclosure of their identity.

³ In the context of criminal proceedings, the identity of the whistleblower is covered by secrecy in the manner and within the limits provided for in Article 329 of the Italian Code of Criminal Procedure.

⁴ According to the opinion of the Italian Data Protection Authority on the draft legislative decree implementing Directive (EU) 2019/1937 of the European Parliament.

All documentation relating to Reports is considered confidential and therefore accessible only to authorised persons. During the activities aimed at verifying the validity of the Report, all necessary measures will be taken to protect the data against accidental or unlawful destruction, loss and unauthorised disclosure.

7.2 Protection from retaliatory acts

To protect the Whistleblower, the legislation stipulates that he/she may not suffer any retaliation and provides for specific protection and liability limitation measures.

These protections are granted when the Whistleblower, at the time of the Report, had reasonable grounds to believe that the information about the violations was true and fell within the objective scope of the legislation, even if the Report ultimately proved to be unfounded.

In addition, reports and disclosures must be made in accordance with the discipline and procedure for using the different channels.

On the other hand, the protection measures against the Whistleblower do not apply when the criminal liability of the Whistleblower for the offences of defamation or slander, or civil liability for the same offence in cases of intentional misconduct or gross negligence, has been established, even in a court of first instance. In such cases, disciplinary action is initiated, as set out in section 6.1 above.

Where the conditions for the application of protection measures are met, retaliatory acts against the Whistleblower are prohibited, including but not limited to:

- Dismissal, suspension or equivalent measures;
- De-skilling or non-promotion;
- Change (worsening) of duties, place of work, salary, working hours;
- Suspension of training or any restriction of access to it;
- Demerit notes or negative references;
- Adoption of disciplinary measures or other sanctions, including fines;
- Coercion, intimidation, harassment or ostracism;
- Discrimination or otherwise unfavourable treatment;
- Failure to convert a fixed-term employment contract into a full-time employment contract, where the employee had a legitimate expectation of such conversion;
- Non-renewal or early termination of a fixed-term employment contract;
- Damage, including to a person's reputation, particularly on social media, or economic or financial prejudice;
- Inclusion in improper lists on the basis of a formal or informal sectoral or industrial agreement that may result in the person being unable to find employment in the future in the relevant sector or industry;
- Early termination or cancellation of the contract for the supply of goods or services;
- Cancellation of a licence or permit;
- Request for psychiatric or medical examinations.

Retaliatory acts taken in violation of the aforementioned regulations are null and void.

Communications of retaliation suffered, or alleged to have been suffered, must be transmitted exclusively to ANAC, in accordance with the procedures set out in the “External Report” section above. In order to acquire investigative elements that are indispensable for ascertaining retaliation, ANAC may avail itself of the cooperation of the National Labour Inspectorate, without prejudice to ANAC's exclusive competence as regards the assessment of the elements acquired and the sanctions to be imposed.

Therefore, it is important that those who have suffered retaliation do not transmit the communication to parties other than ANAC so as not to nullify the protections that Italian Legislative Decree 24/2023 guarantees, first and foremost, confidentiality. Where, by mistake, the Company is the addressee of a retaliatory communication, it is required to guarantee the confidentiality of the identity of the whistleblower and to transmit it to ANAC, simultaneously notifying the whistleblower. People who have suffered retaliation have the right to be reinstated in their jobs.

In the context of judicial or administrative proceedings or out-of-court litigation concerning the establishment of retaliatory conduct, it shall be presumed that the retaliatory conduct took place as a result of the reporting, denunciation or public disclosure. The burden of proving that different motives existed for such acts is on the one who performed them. Furthermore, in the event of a claim for damages filed by Whistleblowers who prove that they have suffered loss or damage as a result of a Report, public disclosure or complaint to the authorities, it is presumed that the damage is a consequence of the Report, unless proven otherwise.

Moreover, the whistleblower shall not be punished if he/she discloses or disseminates information on violations covered by the obligation of secrecy, relating to the protection of copyright or the protection of personal data, or defaming the person involved or reported, when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the same information was necessary to disclose the violation.

Protection from retaliatory acts cannot be guaranteed, for obvious reasons, in the case of anonymous reports.

The protections also apply to: (i) so-called “facilitators”, defined as the natural persons who assist a whistleblower in the reporting process, operating within the same work context and whose assistance must be kept confidential; (ii) other persons who are connected to the whistleblower and who might suffer retaliation in a work context, such as work colleagues who have a habitual or recurrent relationship with the person; (iii) people from the same work environment who are linked to the Whistleblower by a stable emotional bond or by family ties up to the fourth degree; iv) entities owned by the whistleblower or for which the whistleblower has worked as well as entities operating in the same employment context. For such persons, however, the benefit of the reversal of the burden of proof does not apply.

Finally, the protection also applies if the Report occurs: a) when the employment/contractual relationship has not yet started, if the information on breaches was acquired during the selection process or in other pre-contractual stages; b) during the probationary period; c) after the termination of the legal relationship, if the information on breaches was acquired during the course of the relationship.

8. REPORTING

Annually, the Report Manager prepares a report summarising the Reports received during the year, the analyses performed and their outcome.

The annual report must contain at least:

- an indication of all the Reports received, distinguishing between those under analysis and those dismissed or closed - criteria and methods used to assess accepted Reports and their outcome (dismissal, initiation of disciplinary proceedings, sanctions applied);
- proposal of any corrective or supplementary criteria to the Procedure.

The aforementioned report is sent to the Chairperson of the Board of Directors, who brings it to the attention of the Board of Directors and the Board of Auditors.

This Report may be replaced by a specific paragraph within the report on the activities carried out prepared by the Supervisory Body.

9. INFORMATION AND TRAINING

Information on this Procedure is made accessible and available to all, made easily visible in workplaces and also published on the website and therefore, available to all potential stakeholders who may become aware of the violations described above.

Information on the Procedure is also made available when hiring an employee.

Training on whistleblowing and, in general, on the provisions of this Procedure, is also included in the personnel training plans provided by the Company on compliance matters.

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Annexes:

- Annex no. 1: Privacy Policy