



---

# WHISTLEBLOWING

-


## Procedure for Handling Reports

---

<b>Services involved:</b>	<ul style="list-style-type: none"><li>• Every receipt of the Management Model</li></ul>
<b>Approved by</b>	Board of Directors


Revision

n.	Effective date	Subject	Performed by:
2	14.07.2023	Second version of the document	CEO
	21.11.2023	Ratification for approval	Board of Directors

	<u>Protocol 231</u>	Page 2 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	


## INDEX

1. Definitions.....	4
2. Introduction.....	9
3. Purpose.....	9
4. Reports subject to this procedure.....	10
5. Scope of application .....	11
5.1. Company perimeter .....	11
6. Reporting Management Process.....	12
6.1. Reporting Channels.....	12
6.1.1. Internal reporting.....	12
6.1.2. External report.....	13
6.1.3. Public Disclosure .....	13
6.2. Submission of the Report .....	14
6.2.1. Internal reporting.....	14
6.3. Internal Reporting: Reception and analysis.....	14
7. Penalty and disciplinary system.....	17
7.1. Activation of the Sanctions and Disciplinary System.....	17
8. Protecting the Reporting Person and Enforcing Protection Measures .....	18
8.1. Liability Limitations .....	20
9. Storage and Archiving.....	21
10. Reporting .....	22
11. Special cases.....	22

	<i><u>Protocol 231</u></i>	Page 3 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

12. Committee Resolutions..... 22

ANNEX 1 - REPORT FORM ..... 24

	<u>Protocol 231</u>	Page 4 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

## 1. Definitions

In this document, the following expressions have the meanings indicated below:

- "**ANAC**": National Anti-Corruption Authority, established by Law No. 190/2012 is the independent administrative authority whose institutional mission is identified as the prevention of corruption in all areas of administrative activity.
- "**Activities at risk of offence**": the process, operation, act, or set of operations and acts, which may expose the Company to the risk of sanctions under the Decree on the basis of an Offence commission.
- "**CCNL**": the National Collective Agreement applicable to the Company's employees.
- "**Ethical Code**": the document, officially desired and approved by the Company's top management as an explication of corporate policy, which contains the general principles of conduct - i.e., recommendations, obligations and/or prohibitions - with which the Addressee must comply and whose violation is sanctioned.
- "**Work context**": the work or professional activities, present or past, carried out in the context of the relationships referred into Article 3, paragraphs 3 and 4 of Legislative Decree 24/2023, through which, regardless of the nature of such activities, a person acquires information on violations and about the context in which he/she could risk retaliation in the event of a public disclosure or report to the judicial or accounting authorities;
- "**Legislative Decree No. 231/2001**" or "**Decree**": Legislative Decree No. 231 of 8 June 2001, containing the "*Discipline of the administrative liability of , companies and associations, Companies including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000, published in the Official Journal No. 140 of 19 June 2001, as amended and supplemented.*
- "**Recipients**": Company Bodies (*mention all those stated in the Articles of Association*)<sup>1</sup> , Company Personnel, Suppliers and all those who operate in the interest or to the advantage of the Company, with or without representation and regardless of the nature and type of relationship with the Principal Company. The Recipients are required to comply with the Model, the Ethical Cod and the Preventive Protocols.
- "**Employees**": all natural persons who have an employment relationship with the Company.
- "**Public disclosure**": disclosing informations about violations through the press or electronic media or otherwise through means of dissemination capable of reaching a large number of people.

---

<sup>1</sup> This includes any person with functions of administration, management, control, supervision or representation, even if such functions are exercised on a de facto basis.

- **"Facilitator"**: a person who assists a Reporting Person in the reporting process, operating within the same work context and whose assistance must be kept confidential.
- **"Information about breaches"**: information, including well-founded suspicions, concerning committed breaches which, on the basis of concrete elements, could be committed in the organisation with which the reporting person or the person lodging the complaint with the judicial or accounting authority has a legal relationship within the meaning of Article 3(1) and (2) of Legislative Decree 24/2023 (i.e. public sector and private sector) , as well as elements concerning behaviors aimed at concealing such breaches.
- **"Guidelines"**: the Guidelines for the construction of the organisation, management and control models pursuant to Legislative Decree 231/2001, published by trade associations, which were considered for the purposes of preparing and adopting the Model.
- **"Organisational, management and control model pursuant to Legislative Decree 231/2001" or "Model"**: the Organisational, management and control model considered by the Corporate Bodies to be suitable for preventing the Offences and, therefore, adopted by the Company, pursuant to Articles 6 and 7 of the Legislative Decree, in order to prevent the Offences committed by apical or subordinate Personnel, as described in this document and its annexes.
- **"Corporate Bodies"**: the Board of Directors and/or the Board of Statutory Auditors of the Company, depending on the meaning of the relevant sentence.
- **"Surveillance Body" or "SB"**: the Body provided for in Article 6 of the Legislative Decree, with the task of supervising the operation of and compliance with the organisation, management and control model, as well as its updating.
- **"Personnel"**: all natural persons who have an employment relationship with the Company, including employees, temporary workers, collaborators, "interns", volunteers and freelancers who have been commissioned by the Company<sup>2</sup>.
- **"Key Personnel"**: the persons referred to in Article 5(1)(a) of the Decree, i.e. the persons who hold functions of representation, administration or management of the Company; in particular, the members of the Board of Directors, the Chairman and any instigators and proxies of the Company.
- **"Personnel subject to the direction of others"**: the persons referred to in Article 5(1)(b) of the Decree, i.e. all Personnel working under the direction or supervision of Senior Personnel.

---

<sup>2</sup> For the purposes of the "whistleblowing" legislation, the following cases are also considered: when the employment or collaboration relationship has not yet commenced, if information on breaches was acquired during the selection process or in other pre-contractual stages; during the probationary period; after termination of the legal relationship if information on breaches was acquired during the course of the relationship).


- **'Reporting person':** the natural person who makes a report or public disclosure of information on violations acquired in the context of his/her work context.
- **"Person involved":** the natural person or Company mentioned in the internal or external report or in the public disclosure as the person/company to whom the breach is attributed or as a person otherwise implicated in the reported or publicly disclosed breach.
- **"Public Administration" or "P.A.":** Public Administration is to be understood as:
  - the State (or State Administration);
  - Public Entities; it is specified that the Public Entity is either identified by law or is an Entity subject to a system of public control, to the interference of the State or other Administration as regards the appointment and dismissal of its directors, as well as the administration of the Entity itself. It is characterised by the participation of the State, or other public administration, in the management costs; or by the power of direction that the State has over its organs; or by institutional public financing; or by the establishment of a public initiative. Purely by way of example and without limitation, the following companies are to be considered Public Administrations in the broadest sense: Ferrovie dello Stato, Autostrade S.p.A., AEM Milano, etc;
  - Public official: a person who carries 'a legislative, judicial or administrative public function'. For the purposes of criminal law, 'it is public, an administrative function governed by rules of public law and authoritative acts and characterised by the formation and manifestation of the will of the public administration or by its activity carried out by authoritative or certifying powers' (Article 357 of the criminal code) is public;
  - Person in Charge of a Public Service: a person who "in any capacity, performs a public service. Public service must be understood as an activity regulated in the same manner as public function, but characterised by the lack of the powers typical of the latter and with the exclusion of the performance of simple orderly tasks and the performance of merely material work" (Article 358 of the Criminal Code). It should be noted that "in any capacity whatsoever" must be understood in the sense that a person exercises a public function, even without a formal or regular investiture (a "de facto" public service appointee). In fact, the relationship between the P.A. and the person performing the service is not relevant.
- **"Protocol":** the organisational, physical and/or logical measure provided by the Model in order to prevent the risk of commission of the Offences.
- **"Offences" or the "Offence":** the set of offences, or the individual offence, referred to in Legislative Decree 231/2001 (as it may be amended and supplemented in the future).

- "**Retaliation**" means any conduct, act or omission, even if only attempted or threatened, caused by the report, by the complaint to the judicial or accounting authority, or by the public disclosure and which causes or is likely to cause the reporting person or the person making the report, directly or indirectly, unjust damage.
- "**Report**": the written or oral communication of information on the Violations referred to in Legislative Decree 231/2001;
- "**External reporting**": the written or oral communication about information on Infringements under LD 24/2023, submitted through the external reporting channel;
- "**Internal Reporting**": the communication, written or oral, of information on the Violations referred to in Legislative Decree 24/2023, submitted through the internal reporting channel;
- "**Follow-up**": the action taken by the entity entrusted with the management of the reporting channel to assess the existence of the reported facts, the outcome of the investigation and any measures taken;
- "**Disciplinary System**": the set of sanctioning measures applicable in the event of the Violation being founded;
- **KSB Group**: KSB AG S.p.A. (the Company) and the Italian and foreign companies directly or indirectly controlled by the Company.
- **Company**: KSB Italia S.p.A.
- "**Violations**": conduct, acts or omissions that harm the public interest or the integrity of the public administration or private entity and that consists in:
  1. unlawful conduct within the meaning of Legislative Decree No. 231 of 8 June 2001, or violations of the Organisation and Management Model provided for by the same Decree and adopted by the Company that do not fall under numbers 2, 3, 4 and 5 below.
  2. offences falling within the scope of the European Union or national acts indicated in the relevant annex to Legislative Decree No. 24/2023 or national acts constituting the implementation of the European Union acts indicated in the annex to Directive (EU) 2019/1937, although not indicated in the relevant annex to Legislative Decree No. 24/2023 or, relating to the following areas: *public procurement; financial services, products and markets and prevention of money laundering and financing of terrorism; 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;*



3. acts or omissions affecting the financial interests of the Union as referred to in Article 325 of the Treaty on the Functioning of the European Union specified in the relevant secondary law of the European Union;
4. acts or omissions relating to the internal market, as referred to in Article 26(2) of the Treaty on the Functioning of the European Union, including infringements of EU competition and State aid rules, as well as infringements relating to 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 object or purpose of the applicable corporate tax law;
5. acts or conduct that frustrate the object or purpose of the provisions of Union acts in the areas indicated in numbers 2, 3 and 4.



	<i>Protocol 231</i>	Page 9 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

## **2. Introduction**

The Company has conformed its entrepreneurial policy to respect the principles of legality and correctness set forth in the Code of Ethics, thereby demonstrating its extraneousness to unfair or illegal policies or conduct. This policy is set out in the Organisation, Management and Control Model for the prevention of the risk of offences adopted pursuant to and for the effects indicated in Articles 6 and 7 of Legislative Decree 231/2001.

All Recipients of the Model are obliged to Report Violations of national or European Union regulatory provisions that harm the public interest or the integrity of the public administration or the private entity, within the scope of the Violations referred to in this procedure, of which they have become aware in the work context.


Such Reports must be as circumstantial as possible, made in good faith, on the basis of reasonable belief founded on precise and concordant facts.

This procedure constitutes the implementation, within the Company, of the regulatory provisions on the protection of persons who report breaches as set out in Legislative Decree No. 24/2023. This rule constitutes the primary reference for every activity contemplated hereunder.

## **3. Purpose**

Specifically, the purpose of this procedure is to regulate the process of handling Reports of Violations pursuant to Legislative Decree 24/2023, in a manner that guarantees the protection of the identity of the Reporting Person.

With this procedure, the Company defines its model for the receipt and management of internal reports, as well as the internal reporting channel, identifying technical and organisational measures suitable for guaranteeing a level of security appropriate to the specific risks arising also from the processing of personal data carried out for their management, in compliance with the provisions of Regulation (EU) 2016/679 and Article 18 of Legislative Decree No. 51 of 2018.

	<i><u>Protocol 231</u></i>	Page 10 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	


#### **4. Reports subject to this procedure**

This procedure concerns Reports of the following Violations identified in Article 2 of Legislative Decree No. 24 of March the 10th 2023, namely:

1. unlawful conduct within the meaning of Legislative Decree No. 231 of 8 June 2001, or violations of the Organisation and Management Model provided by the same Decree and adopted by the Company that do not fall under the following numbers 2, 3 4.
2. offences falling within the scope of the European Union or national acts indicated in the relevant annex to Legislative Decree No. 24/2023 or national acts constituting implementation of the European Union acts indicated in the annex to Directive (EU) 2019/1937, although not indicated in the relevant annex to Legislative Decree No. 24/2023 or, relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and financing of terrorism; 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;
3. acts or omissions affecting the financial interests of the Union as referred to in Article 325 of the Treaty on the Functioning of the European Union specified in the relevant secondary law of the European Union;
4. acts or omissions relating to the internal market, as referred to in Article 26(2) of the Treaty on the Functioning of the European Union, including infringements of EU competition and State aid rules, as well as infringements relating to 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 object or purpose of the applicable corporate tax law;
5. acts or conduct that frustrate the object or purpose of the provisions of Union acts in the areas indicated in numbers 2, 3 and 4.

Alerts may relate to

- information, including well-founded suspicions, concerning violations committed;
- information, including well-founded suspicions, concerning violations that, on the basis of concrete evidence, might be committed;
- evidence of conduct aimed at concealing such violations.

	<u>Protocol 231</u>	Page 11 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

With specific reference to the conduct referred to in paragraph 1), the following cases are mentioned by way of example:

- unlawful conduct, relevant under Legislative Decree 231/01;
- violations of the Model, of the Code of Ethics or of preventive Protocols from which a sanctioning risk for the Company may arise pursuant to the Decree;
- suspicions of violations of the Model, the Code of Ethics or the Preventive Protocols from which a risk of sanctions for the Company under the Decree may arise;
- corporate or business transactions for which it is suspected that a sanction risk may arise for the Company under the Decree.

**Reports of Breaches as referred to in number 1), can only be made through the Internal Reporting channel (see chapter 6.1.1. 'Internal Reporting') .**

## **5. Scope of application**


### **5.1. Company perimeter**

This document applies to the Addressees as identified above in chapter "1. Definitions".

The Whistleblowing management process outlined in this document does not refer to communications of a commercial nature or to information of a merely deleterious nature that does not relate to Breaches of Legislative Decree 24/2023.

This procedure also does not apply to objections, claims or requests linked to a personal interest of the reporting person or of the person who has filed a complaint with the judicial or accounting authorities that relate exclusively to his or her individual employment relationships, or inherent to his or her employment relationships with hierarchically superior figures.

As a general rule, the Company urges its employees to resolve any labour disputes, where possible, through dialogue, even informally, with their colleagues and/or direct supervisor.

	<u>Protocol 231</u>	Page 12 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

## 6. Reporting Management Process

### 6.1. Reporting Channels<sup>3</sup>

#### 6.1.1. Internal reporting

In accordance with the law, the Company has set up its own internal Reporting channel pursuant to Legislative Decree 24/2023, which guarantees the confidentiality of the identity of the Reporting Person, of the Person involved and of the person mentioned in the Report, as well as of the content of the Report and of the relevant documentation.

The management of this channel is entrusted to an internal committee of the Company (hereinafter also referred to as the 'Committee'), composed of:

- **Supervisory Board**
- **Local Compliance Officer**
- **Director Operations/Services**
- **Sales Director**

The members of the Committee have been duly authorised by the Company to process the personal data<sup>4</sup> contained in Internal Reports.

If the Report concerns one of the members of the Internal Committee, please refer to Chapter 11 'Special Cases'.


Reports may be made in the following ways:

- in written form, in computerised form, via the PEC box at [ksbitaliawhistle@legalmail.it](mailto:ksbitaliawhistle@legalmail.it);
- orally, by requesting a direct meeting with the Internal Committee set within a reasonable time. In such cases, with the consent of the Whistleblower, the internal report may be documented by the authorised personnel by means of a recording on a device suitable for storage and listening or by minutes. In case of minutes, the Reporting Person may verify, rectify and confirm the minutes of the meeting by his/her signature.

For further details, please see paragraph 6.2.

<sup>3</sup> In addition to the reporting or disclosure channels indicated in this procedure, Legislative Decree 24/23 provides in any case for the reporting person to make a complaint to the judicial or accounting authorities.

<sup>4</sup> The authorisation is understood to be provided pursuant to Art. 29 of Regulation (EU) 2016/679 and Art. 2-quaterdecies of Legislative Decree 196/03.

	<u>Protocol 231</u>	Page 13 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

### **6.1.2. External report**

The Reporting Person may also submit an External Report<sup>5</sup> to the National Anti-Corruption Authority (ANAC) if the following conditions are fulfilled:

- a) the internal report submitted in accordance with the terms of this procedure was not followed up;
- b) the Whistleblower has well-founded and substantiated reasons to believe that, if he or she made an internal report, the report would not be effectively followed up, or that the report could give rise to the risk of retaliation;
- c) the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

The external reporting channel set up by ANAC guarantees, in the same way as the above-mentioned internal channel defined by the Company, the confidentiality of the identity of the Reporting Person and of the content of the report, of the Person involved and of any persons involved in the Report.

External Reports are made in written form through the IT platform made available by ANAC on its website in the section dedicated to "*Whistleblowing*". The Report may also be made orally through telephone lines or voice messaging systems, or, at the request of the Whistleblower, through a direct meeting set within a reasonable period of time; the methods of access to such channels are specified by ANAC on its website.

### **6.1.3. Public Disclosure**

The Reporting Person is also granted the possibility of making a public disclosure<sup>6</sup> if one of the following conditions is met:

- a) the Reporting Person has previously made an internal and/or external Report and no feedback has been received within the time limits set out in this procedure<sup>7</sup> on the measures envisaged or taken to follow up the Report;

<sup>5</sup> Reports of breaches relevant under Legislative Decree No. 231 of 8 June 2001, or of the Organisational, Management and Control Model adopted by the Company, provided for by the same Decree, are excluded from the application of this chapter, and may only be made through internal reporting (Article 3(2)(b) of Legislative Decree 24/23).

<sup>6</sup> Reports of breaches relevant under Legislative Decree No. 231 of 8 June 2001, or of the Organisational, Management and Control Model adopted by the Company, provided for by the same Decree, are excluded from the application of this chapter, and may only be made through internal reporting (Article 3(2)(b) of Legislative Decree 24/23).

<sup>7</sup> In compliance with the provisions of Articles 5 and 8 of Legislative Decree 24/2023 on the "*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and on the protection of persons who report breaches of national laws*".



- b) the reporting person has well- founded reasons to believe that the breach may constitute an imminent or obvious danger to the public interest;
- c) the Reporting Person has well-founded reasons to believe that the external Report may entail 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 Reporting Person may be in collusion with the author of the Breach or involved in the Breach.

## **6.2. Submission of the Report**

### **6.2.1. Internal reporting**

Those who wish to make an internal written Report may do so by attaching the appropriate form in Appendix 1.

The Form provides the Reporting Person with a guided path, structured through a series of questions and requests for supporting elements, aimed at describing in a clear, precise, and circumstantial manner the situation that is the subject of the Report.


Reports must be based on precise and concordant elements of fact. The Reporting Person is requested to attach all the documentation proving the reported facts, refraining from undertaking autonomous initiatives of analysis and investigation.

### **6.3. Internal Reporting: Reception and analysis**

In the first place, all the Reports are handled by the Committee, which treats internal Reports received confidentially, adopting verification methods that are appropriate to protect the identity of the Reporting Person as well as that of the Persons concerned.

#### **Preliminary verification**

All internal Reports received are subject to a review by the Committee in order to understand whether the communication received is accompanied by all the necessary information to preliminarily verify its validity and to be able to initiate the subsequent in-depth investigation activities.

	<i><u>Protocol 231</u></i>	Page 15 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

The Committee undertakes to issue the reporting person with an acknowledgement of receipt within 7 days of receipt of the internal report.

The Committee diligently follows up the Reports received, maintaining contacts with the Reporting Person, from whom it requests information if necessary.

Without prejudice to the confidentiality of the information received, in its preliminary verification activities. The Committee may avail itself of the support of other structures of the Company or of specialised consultants, on the basis of the specific skills required in relation to the content of the Report under verification.

At the end of the preliminary verification, the Committee may file Internal Reports:


- unsubstantiated;
- those which, on the basis of the description of the facts and the information provided by the Reporting Person, do not allow a sufficiently detailed picture to be obtained for further investigations to be undertaken to ascertain whether they are well-founded;
- those that are manifestly unfounded.

In the investigation and verification phase, the Committee:

- ensures the impartiality, fairness and accuracy of the analysis and evaluation of internal reporting;
- ensures the confidentiality of the information collected and the confidentiality of the name of the reporting person, where provided;
- agrees not to use internal Reports beyond what is necessary to adequately follow them up. The Committee may not reveal the identity of the Reporting Person and any other information from which such identity may be inferred, directly or indirectly, without the express consent of the Reporting Person, to persons other than those competent to receive or follow up the Reports, expressly authorised to process such data pursuant to Articles 29 and 32(4) of Regulation (EU) 2016/679 and Article 2-*quaterdecies* of the Personal Data Protection Code under Legislative Decree 196/03.

**Reports that do not pass preliminary verification**

Internal Reports that do not pass the preliminary stage are archived by the Committee in the PEC box where they were received and are accounted for in the periodic reporting described below.

	<u>Protocol 231</u>	Page 16 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

In any case, the Committee records the internal Report and the activities carried out following its receipt in the Report and Investigation Book, always guaranteeing the confidentiality of the identity of the Reporting Person and of the Persons involved. The Reports and Investigations Book must be kept by the Committee itself and made accessible only to persons authorised by the Company.

**Reports that pass preliminary verification**

If the preliminary verification carried out by the Committee has established that the internal report, adequately substantiated and accompanied by evidence from which it has been possible to deduce that it is well-founded, constitutes conduct that is liable to be prosecuted even if only disciplinary, the Committee shall:

- a. give immediate and reasoned information to the functions/bodies in charge of applying the sanctions and disciplinary system, as set out in Chapter 7 "Sanctions and disciplinary system", so that they can self-determine on the disciplinary action to be taken also in compliance with the principles of specificity<sup>8</sup>, immediacy<sup>9</sup> and immutability<sup>10</sup> of the dispute if the Persons involved are Company employees<sup>11</sup>. Within the scope of their self-determination, such functions/bodies may carry out further investigations and checks by requesting the support of the Committee, which remains the reporting Person's sole interlocutor and guarantees his/her anonymity. Where, following further investigations and verifications, such functions/bodies:
  - i. consider that the conduct is not objectionable, they immediately inform the Committee so that it can file the Report in the manner described above (see section on *Reports that do not pass preliminary examination*) and inform the Reporting Person of the status of the procedure;
  - ii. decide to proceed with the dispute, together with the dispute, the Person concerned must be provided with appropriate privacy information pursuant to Article 14 of the GDPR and in any case within one month of the start of the processing.
- b. inform the management body (Board of Directors) for the assessments of their respective competence, highlighting the subject of the report, the outcome of the investigation, the possible activation of the sanctions system, as well as any corrective actions aimed at avoiding similar situations in the future.


<sup>8</sup> See Cass., 14 May 2014, No. 10662.

<sup>9</sup> See Cass., 15 June 2015, No 12337, Cass., S.U., 27 December 2017, No 30985, Cass. No 19256 of 17 July 2019, Cass. No 24605 of 4 November 2020,

<sup>10</sup> See Cass., 9 June 2016, No 11868.

<sup>11</sup> In such circumstances, disciplinary measures are applied in compliance with the provisions of Article 7 'Disciplinary Sanctions' of Law 300 of 1970 (Workers' Statute)



	<u>Protocol 231</u>	Page 17 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

The Committee undertakes to process internal Reports received within a reasonable time and to provide feedback (via the PEC box) to the Reporting Person within:

- three months from the date of the acknowledgement of receipt,
- or, in the absence of such notice,
- within three months of the expiry of the seven-day period from the submission of the Report.

## **7. Penalty and disciplinary system**

### **7.1. Activation of the Sanctions and Disciplinary System**

In cases where the investigations carried out reveal that the Violations covered by the Internal Reporting are well-founded, the body/function in charge of activating the Sanctions System decides what type of sanction to impose on the individuals who committed the Violation.


Depending on the qualification of the Person involved and the possible labour law framework, the Disciplinary System is activated by:

- Shareholders' Meeting, if an auditor or director;
- Board of Directors, if he is an executive or a member of the Internal Committee;
- CEO if he is an employee or a third party.

The sanction may be graduated according to the seriousness of the offence, in compliance with the regulations applicable from time to time (e.g. labour law in the case of employees of the Company).

In the event that the Reporting Person is jointly responsible for the Breaches, preferential treatment shall be given to the latter with respect to the other jointly responsible persons, consistent with the Breach committed and the applicable discipline.

**The identity of the Reporting Person and any other information from which such identity may be inferred, directly or indirectly, may not be disclosed without his/her express consent.** The free, specific, unequivocal and informed consent of the Reporting Person must be collected in writing and kept by the Committee in the documentation relating to the Report.

	<u>Protocol 231</u>	Page 18 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

**In the context of disciplinary proceedings**, the identity of the reporting person, in the absence of consent, cannot in any case be disclosed where the allegation of the disciplinary charge is based on investigations that are separate from and additional to the Report, even if consequent to it.

If, on the other hand, the accusation is based in whole or in part on the Report and knowledge of the identity of the Reporting Person is indispensable for the defence of the Person concerned, the Committee, where it has not already obtained the consent of the Reporting Person, shall inform the latter, by written communication, of the reasons on which the need to disclose his/her identity or other information from which it may potentially be inferred is based, in order to fully follow up the handling of the Report, or for the purposes of the disciplinary proceedings.

If the reporting person refuses to consent to the disclosure of his or her identity, the Committee will file the Internal Report without further action.

This procedure is without prejudice to the reporting person's criminal and disciplinary liability in the event of a libellous or defamatory report under the Criminal Code and Article 2043 of the Civil Code.

The behaviour of anyone who makes malicious or grossly negligent reports that turn out to be unfounded is also penalised.

Any form of abuse of this procedure, such as internal Reports that are manifestly opportunistic and/or made for the sole purpose of harming the whistleblower or other persons, and any other hypothesis of improper use or intentional exploitation of the Company that is the subject of this procedure, shall give rise to liability in disciplinary and other competent fora.

Therefore, when the criminal liability of the Whistleblower for the offences of defamation or slander, or civil liability in cases of wilful misconduct or gross negligence, is established, even by a judgment of first instance, the protections provided for in this procedure are not guaranteed and a disciplinary sanction<sup>12</sup> is imposed on the Whistleblower.

## **8. Protecting the Reporting Person and Enforcing Protection Measures**

Any form of Retaliation against the Reporting Person is prohibited.

Pursuant to the law, the prohibition of retaliation and, in any case, the protective measures provided for by law against the reporting person also apply:

---

<sup>12</sup> For further details in this respect, please refer to Article 16 '*Conditions for the protection of the reporting person*'.

- a) to Facilitators;
- b) persons in the same employment context as the reporting person, the person who has filed a complaint with the judicial or accounting authorities or the person who has made a public disclosure and who are linked to them by a stable emotional or kinship link up to the fourth degree;
- c) co-workers of the reporting person or of the person who has filed a complaint with the judicial or accounting authorities or made a public disclosure, who work in the same work context as the reporting person and who have a regular and current relationship with that person;
- d) entities owned by the reporting person or the person who filed a complaint with the judicial or accounting authorities or made a public disclosure, or for which those persons work, as well as entities operating in the same employment context as those persons.

The protection measures apply when at the time of the Report (internal and/or external), or the report to the judicial or accounting authorities or public disclosure, the Reporting Person:


- had reasonable grounds to believe that the information on the Violations was true and related to violations of national or European Union law affecting the integrity of the Company, of which they had become aware in the work context;
- carried out the Reporting (internal and/or external) or Public Disclosure in accordance with the regulations applicable to them pursuant to Legislative Decree 24/2023.

The reasons that led the person to report or publicly disclose are irrelevant for the purposes of his or her protection.

The conditions for protection also apply in cases of (internal and/or external) Whistleblowing or reporting to the judicial or accounting authorities or anonymous public disclosures, if the Whistleblower is subsequently identified and retaliated against, as well as in cases of reports submitted to the competent institutions, bodies and organs of the European Union, in accordance with the conditions set out in this Procedure (as well as in Article 6 of Legislative Decree 24/2023)

The adoption of discriminatory measures against Whistleblowers may be communicated to the ANAC, which in turn will inform the National Labour Inspectorate for measures within its competence.

Acts taken in violation of the prohibition of Retaliation are null and void, and the Whistleblower

	<u>Protocol 231</u>	Page 20 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

who has been dismissed as a result of the Whistleblowing (internal and/or external) or Public Disclosure or Whistleblowing is entitled to be reinstated in his/her job.

In the context of judicial or administrative proceedings or extrajudicial disputes concerning the ascertainment of the prohibited conduct, acts or omissions against the Whistleblower, it is presumed that such conduct or acts were committed as a result of the Whistleblowing (internal and/or external), public disclosure or complaint. According to the law, the burden of proving that such conduct or acts are motivated by reasons unrelated to the Reporting (internal and/or external), the public Disclosure or the whistleblowing is on the person who has carried them out (e.g. Employer). Moreover, in the event of a claim for damages submitted to the judicial authority by the Whistleblower, if he/she proves that he/she has made a Report (internal and/or external), a Public Disclosure or a Complaint to the judicial or accounting authority and has suffered damage, it is presumed, unless proven otherwise, that the damage is a consequence thereof.

### **8.1. Liability Limitations** <sup>13</sup>

Pursuant to the law, a reporting person who discloses or disseminates information on Breaches covered by the obligation of secrecy, other than that set out in Article 1(3) of Leg. 24/2023<sup>14</sup>, or relating to the protection of copyright or the protection of personal data, or discloses or disseminates information on Breaches offending the reputation of the person involved or reported, when, at the time of disclosure or dissemination, there were reasonable grounds for believing that the disclosure or dissemination of the same information was necessary to disclose the Breach, and the Reporting (internal and/or external), Public Disclosure or the report to the judicial or accounting authority was made in compliance with the provisions of Legislative Decree 24/2023.


In such cases, any further liability, including civil or administrative liability, is also excluded.

Unless the act constitutes a criminal offence, the Company or the Reporting Person shall not incur any liability, including civil or administrative liability, for the acquisition of or access to the Breach Information.

<sup>13</sup> See Art. 20 of Legislative Decree 24/2023

<sup>14</sup> Article 1(3) of Legislative Decree 24/2023 provides: "This is *without prejudice to the application of national or European Union provisions on:*

(a) *classified information;*  
(b) *forensic and medical professional secrecy;*  
(c) *secrecy of court deliberations*'.

	<i><u>Protocol 231</u></i>	Page 21 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

In any event, criminal liability and any other liability, including civil or administrative liability, is not excluded for conduct, acts or omissions that are not related to the Reporting (internal and/or external), to the denunciation to the judicial or accounting authorities or to the Public Disclosure or that are not strictly necessary to disclose the Breach.

## **9. Storage and Archiving**

The Supervisory Board and the entire Committee are informed of any sanctions imposed against internal and external Reports. The Human Resources Office archives the documentation relating to the sanctioning and disciplinary process.

The Committee archives the documentation relating to the internal Report, received via IT channel, and its investigation in a special logical space that guarantees, by means of encryption tools, the confidentiality of the identity of the reporter, accessible only to the members of the Committee (PEC box repository).


Any paper documentation, as well as the Reports and Investigations Book kept by the Internal Committee must be kept by the Committee itself and made accessible only to persons authorised by the Company.

Internal Reports received shall be retained for as long as necessary for their processing and, in any event, no longer than five years from the date of the communication of the final outcome of the reporting procedure, in compliance with the confidentiality obligations set out in Article 12 of Legislative Decree 24/2023 and the principle set out in Article 5(1)(e) of Regulation (EU) 2016/679 and Article 3(1)(e) of Legislative Decree No. 51 of 2018.

The Committee may maintain a Reporting Register in which personal data concerning the Reporting Person, the Persons involved, indicated as possibly responsible for the unlawful conduct, as well as those who are for various reasons involved in the internal Reporting<sup>15</sup>, must be anonymised, in order to provide evidence in the future of the adequate management of Reports of Violations, as a requirement for the effective implementation of the Model for the prevention of the risk of offences pursuant to Art. 6 of Legislative Decree no. 231/2001. Legislative Decree 231/2001 and consequent absence of organisational fault.

---

<sup>15</sup> The storage of anonymised data does not violate the requirements of Article 12 of Legislative Decree 24/23 with regard to the retention time of personal data and complies with Article 5(1)(e) of Regulation (EU) 2016/679.

	<i>Protocol 231</i>	Page 22 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

## **10. Reporting**

The Supervisory Board, as a member of the Committee, reports annually on the proper functioning of the internal reporting systems, indicating in its report the aggregate information on the results of the activities carried out and on the follow-up given to the internal Reports received.

In drawing up this report, the Supervisory Board is required to comply with the provisions of the rules on the protection of the identity of the reporting person and of the applicable legislation on the protection of personal data.

## **11. Special cases**

Where the internal report concerns a Committee member, it shall be handled in accordance with this procedure, but the reported member shall abstain from participating in the work and decisions of the Committee.

If the internal report containing serious, precise and concordant elements concerns more than one member of the Committee, it must be forwarded to the Board of Directors by handing over any supporting documentation to the Chairman of the Board of Directors.


The Board of Directors, having consulted with the Board of Statutory Auditors, after collectively assessing whether the Internal Report is accompanied by the necessary information to preliminarily verify its grounds and to be able to initiate the subsequent in-depth investigations, follows it up by carrying out the preliminary investigation, also by availing itself of the company's expertise and, where appropriate, of specialised consultants, always in compliance with the confidentiality of the relevant regulations and the provisions contained in this document.

The preliminary investigation follows the procedure described in this procedure.

The decision of the Board of Directors is formalised by means of a written resolution.

## **12. Committee Resolutions**

The Committee decides by a majority of those present at the meeting. The meeting of the Committee is valid if at least half of its members are present.

	<i>Protocol 231</i>	Page 23 of 24
	<b>WHISTLEBLOWING PROCEDURE</b>	

In the event of a tie, the vote of the Chairman of the SB, who also act as Chairman of the Committee, prevails.

The Committee is convened by the President or one of its members and, specifically, by the person who has been informed of the receipt of the Report.

The summons must be issued promptly, indicatively within 3 days of receipt of the Report, and in any case within a timeframe to ensure feedback to the Reporting Person within 7 days.

The meeting may also be held by video or teleconference.



**ANNEX 1 - REPORT FORM**

**WHISTLEBLOWING REPORT FORM**

*It is recommended that you enclose any documentation that you think may be useful to substantiate the Report; if the Report is made verbally, such documentation may be handed over directly.*

**REPORTING PERSON DATA**

First name and surname *(non-mandatory data)*

Structure of affiliation and qualification *(non-mandatory data)*

Chosen contact channels (e.g. private e-mail address, telephone number, etc.)

Does the Reporting Person have a private interest related to the Report?  Yes  No

Specify the nature of the private interest attached to the Report

[Empty text box for specifying private interest]

Is the reporting person co-responsible for the violations he/she reports?  Yes  No

**REPORTED OFFENCE**

Period/date when the event occurred \_\_\_\_\_

Area of business operations to which the event may relate \_\_\_\_\_

Subjects involved:

Interior	Exteriors
----------	-----------

Description of the fact being reported

[Empty text box for description of fact]

Other persons who may report on the facts to be reported

Interior	Exteriors
----------	-----------

Other parties to whom the Report of Fact was forwarded? Yes  No

Specify which subjects and when

Date	Signature <i>(not mandatory)</i>
------	----------------------------------