



WHISTLEBLOWING MANAGEMENT PROCEDURE

Approved by the Board of Directors of Codognotto Italia S.p.A, con Socio Unico, by resolution of
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1 INTRODUCTION AND REGULATORY REFERENCES

Legislative Decree no. 24 of 10 March 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 containing provisions for the protection of persons who report breaches of domestic laws" (hereinafter the "Decree"), has significantly extended the scope of the rules on whistleblowing reports, which were previously limited (for the private sector) to entities that had adopted an Organisation, Management and Control Model pursuant to Legislative Decree 231/2001.

In particular, the Decree identifies and regulates Reporting Parties, the type of reports of infringements that one can make, the channels to be established, the obligations and safeguards that companies are required to implement and guarantee, also defining the criteria and timeframes for compliance.

Relevant legislation on the protection of personal data applies, as the handling of reports involves the collection and processing of personal data. This legislation includes Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, repealing Directive 95/46/EC ("GDPR", below), as well as Legislative Decree no. 196 of 30 June 2003, together with Legislative Decree no. 101 of 10 August 2018 (hereinafter jointly referred to as the "Data Protection Code").

Codognotto Italia S.p.A., con Socio Unico (also referred to as "**Codognotto Italia**" or the "Company", below) had already put in place a system for the reporting of infringements and the management of infringements reported and, in light of the aforementioned regulatory changes, it has revised its thinking and methods following consultation with company union representatives.

In setting up this system of reporting, the Company also took into account the provisions of the "Guidelines on the protection of persons reporting violations of Union law and protection of persons reporting infringements of domestic regulations" approved by the Italian Anti-corruption Authority (ANAC) by Resolution no. 311 of 12 July 2023 (also the "ANAC Guidelines", below).

1.1 Scope of the document

The purpose of this procedure (the "Whistleblowing Procedure" below) is to describe and regulate the whistleblowing system adopted by Codognotto Italia, providing relevant information to putative whistleblowers when making a whistleblowing report ("Report", below) and describing the whistleblowing management process.

To this end, the **Procedure**:

- defines the scope of the reporting document and of the reporting process;
- identifies those who may make a Report;
- circumscribes the scope of the conduct, events or actions that may be reported in a Report;
- identifies the channels through which a Report may be made;

- defines the reporting management process in its various stages, identifying roles, responsibilities, operating methods and means used;
- identifies and lays down the principles and general rules for the protection of the Reporting Party and of Reported Party, and also the consequences of any abusive use of the said channels.

In light of the aforementioned regulatory provisions, the Company has already included in its own Organisational Model a section dedicated to whistleblowing, which is supplemented by the present whistleblowing procedure and by the additional regulatory and communication tools available:

- *Privacy Policy for the processing of personal data of persons who submit Reports through the "Whistleblowing Portal"*
- *Notice related to the implementation of the "Whistleblowing Portal"*

The document also provides information on the conditions and methods of access to the external reporting channels established by the Italian Anti-corruption Authority (ANAC) and to the so-called public disclosure mechanism (indicating the associated conditions and limits of access, pursuant to and for the purposes of Articles 6 and 15 of the Decree), as well as the possibility of making complaints to the judicial authority.

1.2 Scope and definitions

The Whistleblowing Procedure applies to interested parties in their capacity as Reporting Party (i.e. the Whistleblower) and Reported Party (i.e. the party against whom a report is made), as defined below, and also applies to the corporate figures and functions identified by Codognotto Italia who/which are involved in the management of Reports of infringements received.

Below are the **definitions** of the Procedure:

Term used:	Description
Company	<i>Codognotto Italia S.p.A., con Socio Unico</i>
Organisational Model 231	Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 adopted by the Company.
Code of Ethics	Code that gathers together the principles and values upon which Codognotto Italia S.p.A.'s actions are based and inspired
Reporting Party	The natural person who makes the Report, as outlined more fully in Section 2.1 "Reporting Parties".
Reported Party	The natural or legal person named in the Report as the person to whom the infringement is attributed or who is otherwise implicated in the infringement;
Report	A written or oral communication of information on infringements made by the Reporting Party, through one of the reporting channels provided. The Report must have the form and minimum content indicated in Section 2.2.2 "Form and minimum content of a Report using Internal Channels".
"Agmsolutions whistleblowing portal"	IT platform called the " <i>Whistleblowing Portal</i> " deployed by Codognotto Italia as the preferred channel for making whistleblowing Reports, accessible at the following address: https://whistleblowing.agmsolutions.net/segnalazioni/3a9088d6/register

<p>Supervisory Body</p>	<p>The Supervisory Body appointed by the Company's Board of Directors as an independent and autonomous entity in charge of supervising compliance with Model 231 and with the Code of Ethics.</p> <p>The Supervisory Body of the Company is composed of two external professionals and one internal member of the Company:</p> <p>Mr. Fabrizio Fili (lawyer) - Chairperson (external professional) Mr. Stefano Dionisio - Member (External professional) Ms. Irene Maggioli (General Counsel of the Company)</p>
<p>Infringement</p>	<p>An infringement refers to any conduct, acts or omissions which harm the integrity of the Company or the public interest, and which have come to the Reporting Party's attention in the context of his or her work duties, and are attributable to what is indicated in Section 2.2. "Scope of the Report - Infringements"</p>
<p>Whistleblowing Manager</p>	<p>The Whistleblowing Manager, pursuant to Article 4 of Legislative Decree of 24 March 2023, must be "<i>a dedicated and independent internal person or office who has specially trained personnel (...) or an external person, also independent and with specially trained personnel</i>".</p> <p>Such person may also actively involve other corporate functions, provided that the confidentiality of the Reporting Party's identity is at all times guaranteed and that the corporate functions involved are expressly authorised to process data pursuant to the GDPR.</p> <p>In Codognotto Italia, this person is identified pursuant to Section 4 "Process for Handling Reports made through Internal Channels" of this Procedure.</p>
<p>Work Context</p>	<p>Work or professional activities, present or past, carried out within the scope of the relationships referenced in Article 3, paragraphs 3 or 4, of the Decree, in which, regardless of the nature of such activities, a person acquires information on infringements (unlawful conduct and/or irregularities) and in the context of which he/she could risk retaliation if he/she were to make a report or a public disclosure or file a formal complaint with the judicial or accounting authorities.</p>

1.3 Reference Documents

- Organisational Model 231 of the Company;
- Code of Ethics of the Company;
- *Privacy Policy for the processing of personal data of persons who submit Reports through the "Whistleblowing Portal"*;
- *Notice related to the implementation of the "Whistleblowing Portal"*;
- Training courses on Organisational Model 231.

2 THE WHISTLEBLOWING SYSTEM

2.1 The Reporting Parties

Reporting Parties (or Whistleblowers) to whom this Procedure is addressed are those who are employed by the Company under an fixed-term or indefinite-term employment contract, full-time or part-time, or under an intermittent employment contract, apprenticeship contract, ancillary employment contract, or who are hired under a staff leasing contract, as well as casual workers, coordinated and continuous collaboration workers, interns, volunteers and trainees at the Company, persons with functions of administration, management, control, supervision and representation (also de facto) of the Company, shareholders, as well as workers or external collaborators of firms that supply goods or services or carry out works for third parties, or freelancers and consultants who work for the Company.

Reporting Parties also include persons: (i) whose legal relationship with the Company has not yet begun, where information on infringements was obtained during the selection process or in other pre-contractual stages; (ii) during the probationary period; (iii) after the termination of the relationship, where information on infringements was obtained during the course of the relationship.

2.2 Scope of the Report - Infringements

Reporting Parties may make Reports of infringements that consist of conduct, acts or omissions which damage the integrity of the Company or the public interest and come to the Reporting Party's attention in his/her own Work Context and which relate to:

- i. relevant unlawful conduct pursuant to Legislative Decree of 8 June 231/2001 and infringements of the Organisational Model 231;
- ii. offences falling within the scope of European Union or national acts indicated in the Annex¹ to this Decree or internal acts implementing the EU acts indicated in the Annex to Directive (EU) 2019/1937, although not indicated in the Annex to this Decree, related to the following sectors: 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 feedstuff safety and animal health and welfare; public health; consumer protection; protection of privacy and personal data and security of networks and IT systems²;
- iii. acts or omissions that harm the financial interests of the European Union (e.g. fraud, corruption and any other illegal activity involving European Union expenditure);

¹ The Italian Anti-corruption Authority (ANAC) Guidelines, on p. 27, "state that the regulatory provisions contained in Annex 1 are to be understood as a dynamic reference in that they must naturally be adapted to changes in the legislation itself."

² For example, as stated in the ANAC Guidelines "One thinks of the so-called environmental offences such as, for example, the discharge, emission or other release of hazardous materials into the air, soil or water, or the unlawful collection, transport, recovery or disposal of hazardous waste. One thinks, for instance, of fraud, bribery/corruption and any other illegal activity involving Union expenditure. Imagine an enterprise, for instance, that operates in a dominant position on a market. The law does not prevent it from gaining a dominant position on the market through its own merits and abilities, nor guarantee that less efficient competitors should remain on the market. However, by its conduct, that enterprise could jeopardise effective and fair competition in the internal market by resorting to so-called abusive practices (predatory pricing, target discounts, tying) in infringement of the protection of free competition."

- iv. acts or omissions affecting the internal market (e.g. competition and state aid infringements);
- v. acts or conduct that frustrate the scope or purpose of the provisions of Union acts.

The Report must involve:

- Infringements committed or likely to have been committed, based on well-founded and circumstantiated suspicions;
- Infringements not yet committed but which the Reporting Party considers might be committed, based on well-founded and circumstantiated suspicions;
- Conduct aimed at concealing the infringement indicated above.

The following are **excluded**:

- **allegations, claims or requests linked to a personal interest of the Reporting Party that relates exclusively to his/her own individual work relationships, or to his/her work relationships with superiors³;**
- **reports related to defence and national security;**
- **reports related to infringements that are already regulated under EU directives and regulations and by their Italian implementing provisions indicated in Part II of the Annex to the Decree, which already guarantee suitable reporting procedures in certain special sectors (financial services; prevention of money laundering and terrorist financing; transport safety; environmental protection).⁴**

2.2.1 Examples of facts and conduct that may be reported

In order to facilitate the identification of facts that may require to be reported, examples are given below of relevant conduct/behaviour that could form the subject of a Report:

- the promise or giving of a sum of money or the giving of other benefits (gifts, hospitality, lunches, dinners, etc. not permitted under corporate procedures) to a public official or public service officer as a quid pro quo for the performance of his/her duties or for the performance of an act contrary to his/her official duties (e.g. facilitation of a practice or favourable terms);

³ To give an example of what may be excluded, as stated in the ANAC Guidelines, "*Reports concerning, for example, labour disputes and pre-litigation phases, discrimination between colleagues, interpersonal conflicts between the reporting party and another worker or with superiors, reports of data processing activities carried out in the context of the individual employment relationship without harming the public interest or the integrity of the public administration or private entity are therefore excluded.*"

⁴ For example: in the area of "financial services and the prevention of money laundering and terrorist financing", Article 52-ter of the Consolidated Law on Banking and Articles 4-undecies and 4-duodecies of the Consolidated Law on Finance still apply. In addition to special internal communication channels, these provisions provide for an external channel where the recipient is the Bank of Italy or CONSOB (Stock Exchange Regulatory Authority), depending on the allocation of supervisory responsibilities. The provisions of Legislative Decree 231/2007 apply in the area of anti-money laundering and terrorist financing, as amended by Legislative Decree 90/2017 which introduced Article 48 detailing internal systems for reporting infringements. In addition, in the "transport safety" sector there has been no change in the application of the rules on the monitoring of events in the civil aviation sector, on the responsibility of the flag state for purposes of compliance with the Maritime Labour Convention, or of the international standards on ship safety, pollution prevention and on-board living and working conditions for ships calling at EU ports and sailing in EU waters; finally, in relation to the "environmental protection" sector, the special rules on the safety of operations at sea in the hydrocarbon sector will continue to apply.

- tampering with documents through the manipulation or falsification of company documents or official records in order to obtain an unlawful benefit or advantage or to deceive the competent authorities;
- conduct aimed at hindering or obstructing the control activities of the Supervisory Authorities (e.g. omission of documentation, submission of false or misleading information);
- the promise or giving of a sum of money or the giving of other benefits (gifts of non-modest value, hospitality, lunches, dinners, etc., which are not permitted under corporate procedures) whose purpose is to bribe suppliers or customers;
- agreements with suppliers or consultants to make non-existent services appear to have been rendered;
- infringement of personal data protection rules by gathering, storing or processing customers' personal data without their explicit consent or without adopting adequate security measures to protect such data from unauthorised access or infringement;
- implementation of an IT system aimed at circumventing Union rules on the protection of personal data and on the security of networks and information systems of data collected without the explicit consent of data controllers, and the transfer of such data to third countries that do not guarantee adequate data protection levels.

2.2.2 Form and minimum contents of a Report using Internal Channels

A Report must be as detailed as possible, and provide as much information possible, in order to permit its proper handling and follow-up.

A Report should, accordingly, contain the following essential elements:

- a. **scope:** a clear description of the infringement being reported in the Report, with an indication of the circumstances of time and place in which the facts/conduct described occurred;
- b. **Reported party and other persons involved:** general information and/or any item of information (such as the person's function/company position) that facilitates easy identification of the alleged perpetrator(s) of the infringement reported, or of any other persons involved.

In addition, the Reporting Party may suitably indicate/provide the following further items of information:

- **his/her personal details;**
- **any documentation** that may confirm the well-foundedness or even corroborate or substantiate the alleged infringement;
- **any other information** that may facilitate the gathering of evidence on what has been reported

Please note that the Report should NOT be insulting in tone or contain personal insults.

The use of such expressions may be submitted by the Whistleblowing Manager to the competent corporate functions for assessment, including disciplinary assessment.

Note that the Company also accepts Reports in anonymous form (namely, Reports which do not reveal the identity of the Reporting Party), provided that they contain the essential elements mentioned above.

3 INTERNAL REPORTING CHANNELS

The Company has set up the following Internal Reporting Channels (which enable Reports to be made in written or oral form):

3.1 Written reports on the Whistleblowing Portal

The Company has put in place a platform for making whistleblowing reports called the “Whistleblowing Portal” (hereinafter “**Portal**”), provided by a specialist service provider.

The use of this tool is the preferred solution, as it can guarantee the highest level of confidentiality and protection for the Reporting Party.

In regard to technology, the software is based on the "Whistleblowing Portal", which is reserved and administered by personnel from an external provider (AGM Solutions S.r.l.), already appointed as Data Processor pursuant to Article 28 of the GDPR.

Therefore, the Portal is structured in such a way as to ensure that:

- during the reporting process, any information acquired is subject to the obligation to comply with the principles of personal data protection and maximum confidentiality. This is achieved by the adoption of encryption techniques and the implementation of technical-organisational security measures which are defined, assessed and implemented also in the light of the impact assessment pursuant to Article 35 of the GDPR, carried out prior to the data processing;
- access to the relevant information is given exclusively to the Whistleblowing Manager and to persons who are involved in the managing the Report whom the Company has authorised to process personal data;
- it is continuously available 24 hours a day, 7 days a week.

The Portal can be accessed via the following link:

<https://whistleblowing.agmsolutions.net/segnalazioni/3a9088d6/register>

The Whistleblowing Manager accesses the Portal to consult all Reports received and to carry out verification activities.

3.2 Written reports made by physical post

A Report may be made in writing by post addressed to the Whistleblowing Manager to be sent to the head office of AGM Solutions S.r.l., using the following method: use of two sealed envelopes, the first one with the Reporting Party's identification data together with a photocopy of the identification document; the second one containing the Report (so as to separate the Reporting Party's identification data from the Report). Both envelopes must then be placed in a third sealed envelope bearing the words "reserved for the Whistleblowing Manager". The Report will then be entered in the Report Register mentioned in Section 4.1.

3.3 Oral reports made on the Portal

The Portal also allows a voice message to be recorded. To further protect the anonymity of the Reporting Party, the Portal automatically edits voices to make them unrecognisable.

3.4 Reports made by requesting a face-to-face meeting

A Report may also be made by requesting a face-to-face meeting with the Whistleblowing Manager through one of the internal channels set up. This meeting must be organised within a reasonable time.

In such a case, and if the Reporting Party consents, the Whistleblowing Manager will document the Report either by recording it on a device suitable for storage and listening back, or by being transcribed into a written record. If a written record is made, the Reporting Party will be able to validate, rectify and confirm the record of the meeting by signing it.

4 REPORTING MANAGEMENT PROCESS USING INTERNAL REPORTING CHANNELS

Pursuant to Article 4 of the Decree, the Company has appointed an external consultant, AGM Solutions S.r.l. as the Whistleblowing Manager; this outside agency is specially trained and has expertise in the whistleblowing and privacy field. In such capacity, the Whistleblowing Manager has been appointed as Data Processor within the meaning of Article 28 GDPR.

Authorisations for the processing of personal data shall be issued to all persons involved in the management of whistleblowing, including persons other than the Whistleblowing Manager, on a case-by-case basis in view of relevant investigation considerations. In particular, in relation to Reports that are deemed to be relevant and capable of being handled, the Whistleblowing Manager may interface with and be supported, during the investigation phase, by the Heads of the Company's Legal and Human Resources functions who are expressly authorised to process data pursuant to Articles 29 and 32 of the GDPR and Article 2-quaterdecies of the Data Protection Code.

The Internal Reporting Channels guarantee, also by means of encryption, protection of the personal data and the confidentiality:

- (i) of the identity of the Reporting Party and of the Reported Party;

- (ii) of the subject matter of the Report;
- (iii) the documentation relating to the Report.

The Whistleblowing Manager:

- provides clear information on the use of the internal channel and on the use of the external channel managed by the Italian Anti-corruption Authority (ANAC), particularly in relation to the prerequisites and procedures for making Reports through these channels, and in relation to the competent persons and to the relevant procedures;
- will diligently notify the receipt of the Report and follow-up the Report;
- will assess the completeness and validity of the information;
- will liaise with the Reporting Party and may request, if necessary, additional information or further discussions and investigations;
- may interface with other corporate functions and figures - first and foremost the heads of the Company's Legal and Human Resources functions - to request their cooperation for a more fruitful preliminary examination and analysis of the Report, in full compliance with confidentiality guarantees set out in the Decree and in this Procedure;
- may carry out investigative activities also with the involvement of external consultants, fully observing the confidentiality guarantees provided for in the Decree and in this Procedure.

Conversely, the Whistleblower Manager is not responsible for ascertaining individual responsibilities, whatever their nature, nor for verifying the legitimacy or merit of acts or measures adopted by the Company.

If the Whistleblowing Manager should be in a conflict of interest in relation to a Report (for instance, as a Reported Party, or if he/she wishes to qualify as a Reporting Party), one of the conditions entitling access to the External Reporting Channels of ANAC (referenced in Section 8.1) shall be deemed to be met, as it cannot be guaranteed that the Report will be effectively followed up.

Where a Report involves a infringement attributable to unlawful conduct relevant under Legislative Decree of 8 June 231/2001 and/or violations of the Organisational Model 231 (referenced in para i) of section 2.2. "Scope of the Report - Infringements") but does not involve infringements attributable to the entity or to one of its members, the Whistleblowing Manager shall promptly inform the Supervisory Body of this pursuant to Legislative Decree 231/2001, observing information flows that should also cover the subsequent stages of the follow-up to the Report.

Where a Report is submitted to a company official other than the Whistleblowing Manager, if the Reporting Party characterises the Report as falling within this Procedure or if a manifest intent to resort to the safeguards under the Decree may be inferred from conclusive facts, the company official shall transmit the Report to the Whistleblowing Manager within 7 (seven) days from its receipt, concurrently notifying the Reporting Party in writing of such transmission. Otherwise, if the Reporting Party does not specifically state that he/she intends to benefit from the safeguards of the Decree, or if such intention cannot be inferred from the Report, the Report may be deemed to be an ordinary report and, as such, outside the scope of this Procedure and beyond the scope of the provisions of the Decree and, accordingly, handled by the competent corporate functions.

The reporting management process is outlined below, with particular reference to the following phases:

- receipt and recording of the Report;
- preliminary assessment and classification of the Report;
- internal checks and investigations;
- response to the Report;
- conclusion of the process;
- reporting to senior managers;
- archiving of Reports and related documentation.

4.1 Receipt of a Report

After a Report is received through the Internal Channels, the Whistleblowing Manager will send the Reporting Party an acknowledgement of receipt within 7 (seven) days from the date on which the Report is received.

That this acknowledgement of receipt is not tantamount to confirmation of the admissibility of the Report. Upon receipt of a Report, regardless of the channel used, the Whistleblowing Manager will assign a progressive identification number that will permit its unique identification.

The Portal also acts as a **Report Register**, containing at least the following fields (which it will update in line with the outcome of the activities set out in the subsequent stages of the process outlined in this Procedure):

- Identification ID/protocol;
- Date of receipt;
- Channel through which the Report was received;
- Classification of the Report, based on the results of the assessment phase referenced in section 8.2. "Preliminary assessment and classification of the Report": (a) *not relevant*; b) *not amenable*; c) *relevant and amenable*);
- Date of start of investigation (if any);
- Conclusion.

The Whistleblowing Manager will also file away the Report Register every year and keep it for at most 5 years.

4.2 Preliminary assessment and classification

The Whistleblowing Manager will promptly take charge of and conduct a preliminary analysis into the Report received, firstly in order to assess whether the Report's essential requirements have been met, and thus its admissibility.

If necessary, and where reporting procedures so permit, the Whistleblowing Manager may request further information or supporting documentation from the Reporting Party, in order to facilitate a more exhaustive and conclusive assessment of the Report, again through the dedicated channels.

Following these preliminary analyses and assessments, the Whistleblowing Manager will classify the Report into one of the following categories, which will entail a different and specific workflow for managing the Report:

- a) Non-material Report: A Report that fails to reference infringements that are reportable under the Decree and under this Procedure, or a Report made by persons other than Reporting Parties. In such a case, the Whistleblowing Manager may bring the Report to the attention of the other competent corporate functions;
- b) Non-amenable Report: a Report which, on conclusion of the preliminary examination phase and/or following a possible request for further information, is characterised by a lack of factual elements that can justify an investigation and/or by an overly general or vague content that compromises a proper understanding of the facts and/or that is accompanied by inappropriate or immaterial documentation;
- c) Material and amenable Report: where a Report is confirmed as material to the scope of the Decree and of this Procedure and is properly substantiated and/or documented, the Whistleblowing Manager initiates the verification and investigation phase, described in the next section.

Where a Report appears to involve infringements or acts or conduct that are directly or indirectly attributable to unlawful conduct pursuant to Legislative Decree of 8 June 231/2001, and/or infringements of the Organisational Model 231 (referenced in para i) of section 2.2. "Scope of the Report - Infringements"), the Whistleblowing Manager shall promptly inform the Supervisory Body in detail of this matter, pursuant to Legislative Decree 231/2001, guaranteeing information flows that should also cover the subsequent stages of the follow-up to the Report. The Whistleblowing Manager shall involve the Supervisory Body in the evaluation of direct or indirect materiality (referenced above) for the purposes of Legislative Decree 231/2001 and/or of the Organisational Model 231, if there is any uncertainty in this regard or if the Whistleblowing Manager considers it appropriate.

4.3 Internal checks and investigations

Where a Report received has been classified as "material and amenable", the Whistleblowing Manager will initiate internal assessments and investigations, in order to gather further detailed information and to verify the validity of the facts reported.

The Whistleblowing Manager then reserves the right to request further information or documentation from the Reporting Party, and also to involve him/her in the investigation phase, and provide him/her with any information on the launch and progress of the investigation.

The Reported Party may be heard (and should be heard if he/she so requests) in the process of managing Report made, also by acquiring written observations and documents.

As part of these preliminary assessments, the Whistleblowing Manager may avail of the support of suitably qualified corporate functions/departments - first and foremost the heads of the Company's Legal and Human Resources functions - also by obtaining relevant documents, and/or may use external consultants (providing suitable confidentiality and safeguard guarantees).

In any case, assessments carried out shall always comply with and observe the limits provided for by personal data protection rules, by the rules on remote controls within the meaning of Article 4 of Law 300/1970, as amended (the Workers' Statute) and by rules prohibiting the investigation of workers' opinions, and those pursuant to Article 8 of the Workers' Statute and Article 10 of Legislative Decree 276/2003.

Where internal checks and investigations reveal, even incidentally, infringements or acts or conduct that are directly or indirectly attributable to unlawful conduct pursuant to Legislative Decree 231/2001, and/or infringements of the Organisational Model 231 (referenced in para i) of section 6.2. "Scope of the Report - Infringements"), the Whistleblowing Manager shall promptly inform the Supervisory Body pursuant to Legislative Decree 231/2001, guaranteeing information flows that should also cover the subsequent stages of the follow-up to the Report.

4.4 Response to the Report

The Whistleblowing Manager shall provide feedback to the Reporting Party within 3 (three) months from the date of acknowledgement of receipt of his/her Report or, in the absence of such acknowledgement, within 3 (three) months from the expiry of 7 (seven) days from the date on which the Report was submitted, using one of the available internal channels, such feedback to indicate how the Report has been followed up or is intended to be followed up.

Instances of feedback may include the following, for purposes of illustration only: dismissal of the Report, opening of an internal investigation and its findings (as appropriate), measures taken to deal with the issues raised, referral of the case to a competent authority for further investigation; the response may also be merely provisional in nature, simply providing information on all the activities described above that are intended to be undertaken and on the progress of the investigation. In the latter case, once the preliminary investigation is over, its results should be communicated to the Reporting Party.

4.5 Conclusion of the process

At the end of the analysis phase, the Whistleblowing Manager draws up a written report (observing applicable confidentiality principles), which should contain:

- a) the descriptive elements of the infringement (e.g. place and date of occurrence, evidence and documents);
- b) checks carried out, their outcome and the persons involved in the phase of analysis (company or third party personnel);
- c) a summary evaluation of the process of analysis with an indication of the facts ascertained and associated reasons;
- d) the outcome and conclusion of the analysis.

After these verification and investigation activities have concluded, the Whistleblowing Manager:

- (i) if he/she considers that the Report raises substantive issues that deserve closer scrutiny, shall refer the matter to the competent corporate functions (also sharing his/her own report), thus enabling

- them to identify and take the resultant actions within their exclusive remit (including disciplinary and/or judicial measures);
- (ii) if he/she considers that matters raised in the Report are manifestly unfounded, shall dismiss the Report stating reasons;
 - (iii) if, finally, he/she considers that matters raised in the Report are manifestly unfounded, with wilful misconduct or gross negligence, shall refer the matter to the competent corporate functions as *per* (i) above, and also dismiss the report as *per* (ii) above.

If the Report references infringements or acts or conduct relevant for the purposes of Legislative Decree of 8 June 231/2001, and infringements of the Organisational Model 231 (referenced in para i) of section 2.2 "Scope of the Report - Infringements"), the Whistleblowing Manager shall forward the Report also to the Supervisory Body pursuant to Legislative Decree 231/2001, to conduct assessments and adopt initiatives within its remit. In the event of uncertainty, the Whistleblowing Manager shall in any event involve the Supervisory Body.

4.5.1 Escalation where Reports involve senior managers

If a Report concerns persons who have authority to decide upon the imposition of disciplinary measures or adoption of other actions, the Whistleblowing Manager shall immediately involve the Chairperson of the Board of Directors/Managing Director, in order to coordinate and define the ensuing investigation process.

If a Report concerns the Chairperson of the Board of Directors and/or the Managing Director, and/or a director with delegated powers, the Whistleblowing Manager shall immediately notify the Board of Statutory Auditors of this.

If a Report concerns a member of the Board of Statutory Auditors and/or concerns the Supervisory Body or one of its members, the Whistleblowing Manager shall immediately notify the Chairperson of the Board of Directors and the Chairperson of the Board of Statutory Auditors.

If a Report concerns the Chairperson of the Board of Statutory Auditors, the Whistleblowing Manager shall immediately notify the most senior member (by appointment date) of the Board of Statutory Auditors and also the Chairperson of the Board of Directors.

In the event of a "material and amenable" Report concerning a member of the Board of Statutory Auditors and/or concerning the Supervisory Body or one of its members, the Whistleblowing Manager shall immediately notify the Chairperson of the Board of Directors and the Chairperson of the Board of Statutory Auditors, in order to coordinate and define the ensuing investigation process.

If a Report concerns the Chairperson of the Board of Statutory Auditors, the Whistleblowing Manager shall immediately notify the most senior member (by appointment date) of the Board of Statutory Auditors and also the Chairperson of the Board of Directors.

4.6 Reporting to senior managers

The results of the assessment of all Reports received will be included in an ad hoc report to be periodically notified to the Board of Directors/Board of Statutory Auditors.

The Whistleblowing Manager is responsible for promptly informing the Board of Directors, the Board of Statutory Auditors and the Supervisory Body (if not already informed), about the outcome of the investigations and assessments carried out with respect to Reports that have turned out to be well-founded.

4.7 Archiving of Reports and related documentation

Reports and related documentation are retained for the duration required in order to process Reports, but for no longer than five years from the date when the final outcome of the reporting procedure is communicated, or until the conclusion of judicial or disciplinary proceedings that may have been brought against the Reporting Party or the Reported Party, in compliance with the confidentiality obligations set out in Article 12 of this Decree and in conformity with the principle referenced in Article 5(1)(e) of the GDPR (limitation of data retention).

Note that non-material and non-amenable Reports shall be retained for the following durations:

- Non-material Reports: erasure or anonymisation within 30 days of notification of the final outcome of the reporting procedure;
- Non-amenable Reports: after Reports are adjudged to be non-amenable, erasure or anonymisation within 120 days of notification of the final outcome of the reporting procedure;
- Non-material Reports for which potential disciplinary proceedings are under evaluation: dismissal and retention of the Reports until such time as disciplinary proceedings may occur, and then erasure or anonymisation within 30 days of the conclusion of the disciplinary procedure; if disciplinary proceedings are not instituted, Reports shall be retained until the decision not to initiate the disciplinary procedure, and then erasure or anonymisation within 30 days of such decision.

5 GENERAL PRINCIPLES AND SAFEGUARDS

The principles and safeguards are detailed below which Codognotto Italia undertakes to guarantee in its capacity as the entity that administers the whistleblowing management process.

If the whistleblowing system is managed properly, this will help to disseminate a culture of ethics, transparency and legality inside the Company. This purpose can only be achieved if Reporting Parties are provided not only with appropriate communication channels, but are assured that they will not suffer retaliation from colleagues or superiors or other Company representatives, or risk their Reports being ignored.

To this end, the Company protects Reporting Parties by guaranteeing the confidentiality of their identity and by expressly forbidding acts of retaliation for reasons directly or indirectly associated with their Reports, in line with the provisions of the Decree, in addition to the limitations of liability set out in Article 20 of the Decree.

These safeguards and protective measures provided for the Reporting Party under the Decree shall apply only if the following conditions are met together:

- the Reporting Party, concurrently with the whistleblowing Report, public disclosure or complaint to the judicial or accounting authorities, had reasonable grounds to believe that the infringements reported were true and fell within the objective scope of section 6.2. - "Scope of the Report - Infringements",
- the Report or public disclosure was made in conformity with the provisions of this Procedure and with the provisions of the Decree (in particular, when using the Channels, while observing the relevant conditions and methods of access).

These protections are not guaranteed if the Reporting Party is held (including in a judgment of first instance) to be criminally liable for defamation or slander, or civilly liable on the same basis in cases of wilful misconduct or gross negligence.

Moreover, these safeguards and protections shall also protect:

- “facilitators” i.e. natural persons present in the same work environment as the Reporting Party who assist the latter in the reporting process;
- natural persons present in the same work environment as the Reporting Party who are close to the latter, or who are relatives up to the fourth degree of kinship;
- work colleagues of the Reporting Party who are present in the same work environment and have a regular relationship with the Reporting Party;

- entities owned by the Reporting Party or for which the latter works, as well as entities that operate in the same work environment as the Reporting Party.

These persons are also referenced in this Procedure as “Other Protected Persons”.

Conduct that violates the protections granted to the Reporting Party and to Other Protected Persons may give rise to disciplinary proceedings against the person responsible and may be sanctioned by the Italian Anti-corruption Authority with a monetary fine, in accordance with Article 21 of the Decree.

5.1 Confidentiality

The Company guarantees the confidentiality of the identity of the Reporting Party, of the Reported Party, of facilitators (if any) and of other persons mentioned in the Report, and also the confidentiality of the content of the Report and of associated documentation.

Whistleblowing reports shall not be used for purposes beyond those necessary in order to properly follow them up. The identity of the Reporting Party and any other information from which this identity may be directly or indirectly inferred shall not be disclosed - without his/her consent - to persons other than those who are competent to receive or follow up the Reports, as identified in this Procedure.

Moreover, the identity of the Reporting Party:

- in criminal proceedings, is covered by secrecy in accordance with procedures and subject to limits provided for in Article 329 of the Italian Code of Criminal Procedure;
- in proceedings before the Court of Auditors, shall not be disclosed until the preliminary investigation phase has concluded;
- in disciplinary proceedings, shall not be disclosed if the disciplinary accusation is based on investigations which are separate from and additional to the Report, even if they ensue from it. If the disciplinary accusation is based in whole or in part on the whistleblowing Report and if the Reporting Party’s identity needs to be disclosed in order for the accused to defend him/herself, the Report may be used for the purposes of the disciplinary procedure only if the Reporting Party gives his/her express consent to the disclosure. Then the Reporting Party will be informed in writing of the reasons for the disclosure of the confidential data, and asked in writing whether he/she intends to consent to the disclosure of his/her identity, with the warning that - if consent is withheld - the Report will not be able to be used in the disciplinary proceedings.

The Reporting Party shall also be informed in writing of the reasons for the disclosure of confidential data, if the disclosure of his/her identity and of information from which that identity may be directly or indirectly inferred, is indispensable for the Reported Party’s defence.

The identity of the Reported Party, of the facilitator and of other persons who are involved and are mentioned in the Report, shall be protected until the proceedings initiated on foot of the Report have concluded, and they shall have the same guarantees as those provided in this section in favour of the Reporting Party. However, the legislation does not entitle the Reported Party always to be kept informed about a Report concerning him/her.

5.2 Prohibition of retaliation

Reporting Parties shall not be subject to any form of retaliation for having made a Report where they have observed the conditions for the application of protections under the Decree, also as specified by this Procedure. Nor shall Other Protected Persons be subject to any form of retaliation due to their role in the whistleblowing process or based on their particular relationship with the Reporting Party (if the latter made a Report while observing the conditions for the application of protections under the Decree).

The term “retaliation” refers to any conduct or act or omission, attempted/threatened or otherwise, resulting from a whistleblowing Report or from a formal complaint filed with the judicial or accounting authorities or from a public disclosure, and which causes or may cause unjust harm to the Reporting Party, directly or indirectly.

The following circumstances, for purposes of illustration, may be considered as to be “retaliation”, if all of the preconditions of the concept referenced above are met:

- dismissal, suspension or equivalent measures;
- downgrading or non-promotion (if the Reporting Party had a legitimate expectation of such promotion, on the basis of specific, precise and concordant factual circumstances);
- reassignment of duties, change of place of work, reduction of salary, change of working hours;
- suspension of training or any restriction on access to training;
- negative notes of merit or references;
- the imposition of disciplinary measures or any other sanction, including a fine;
- coercion, intimidation, harassment or ostracism;
- discriminatory or otherwise unfavourable treatment;
- failure to convert a fixed-term employment contract into an indefinite-term employment contract, where the Reporting Party had a legitimate expectation of such conversion, on the basis of specific, precise and concordant factual circumstances);
- the non-renewal or early termination of a fixed-term employment contract, where the Reporting Party had a legitimate expectation of such renewal, on the basis of particular, precise and concordant factual circumstances);
- harm, including to a person's reputation, particularly on social media, or economic or financial loss, including loss of economic opportunities and loss of income;
- improper listing of the Reporting Party, based on a formal or informal sectoral or industry agreement, which may result in him/her being unable to find future employment in the sector or industry;
- early termination or cancellation of a contract for the supply of goods or services;
- cancellation of a licence or permit;
- a request to undergo psychiatric or medical examinations.

Reporting Parties and Other Protected Persons who believe they are subject to retaliation may, in accordance with the procedures set out in Section 8.1, communicate their concerns to ANAC so that it can apply sanctions within its remit.

5.3 Exclusion of liability

A Reporting Party who discloses or disseminates information about infringements covered by the obligation of confidentiality (other than that related to classified information, medical and forensic secrecy, and the decisions of judicial bodies) or relating to the protection of copyright or the protection of personal data, or who harms the reputation of the person involved or reported, shall not be punishable if (i) at the time of the disclosure or dissemination, there were reasonable grounds for believing that the disclosure or dissemination of such information was necessary in order to reveal the infringement, and if (ii) the report, public disclosure or formal complaint to the judicial authority was made in conformity with the preconditions for receiving protection against retaliation (both conditions must be met to exclude liability). In such cases, any further liability, including civil or administrative liability, shall also be excluded.

However, criminal, civil or administrative liability is not excluded for acts, conduct or omissions that are unrelated to the Report or the public disclosure or to the formal complaint filed with the judicial or accounting authority, or which are not strictly necessary in order to reveal the infringement.

5.4 Support measures

A list of third-sector entities that provide Reporting Parties with support measures is established at the Italian Anti-corruption Authority (ANAC). The support provided consist of information, assistance and advice, free of charge, on how to make a whistleblowing report, on the protections from retaliation offered by domestic and EU legislation, on the rights of those involved and on the terms and conditions of access to legal aid.

6 DISCIPLINARY SYSTEM

Any failure to comply with the provisions of this procedure may lead to the imposition of disciplinary sanctions, in the cases provided for by law.

Accordingly, the Company may impose disciplinary sanctions as provided in the Company's Disciplinary Code, in the applicable National Collective Labour Agreement and in the Organisational Model 231, on persons who:

- retaliate against the Reporting Party, obstruct or attempt to obstruct the process of making a Report or violate the confidentiality obligations described above;
- fail to verify and analyse Reports received.

7 PERSONAL DATA PROCESSING

Note that the personal data contained in the whistleblowing report, and the personal data of the Reporting Party and of the Reporting Party (who are both deemed to be "data subjects" within the meaning of Article 4 of the GDPR) are processed in conformity with the GDPR and the Data Protection (Privacy) Code.

More specifically:

- data processing activities related to the management of a Report are carried out in compliance with the principles enshrined in Articles 5 (Principles applicable to the processing of personal data), 25 (Data protection by design and data protection by default) and 35 (Data Protection Impact Assessment) of the GDPR;
- before submitting a Report, the Reporting Party receives a privacy notice pursuant to the GDPR, which provides information on the purposes and methods of the processing of his/her personal data, the duration of the data retention, the categories of recipients to whom the data may be disclosed while the Report is being managed, and the Reporting Party's rights under the GDPR. The Reported Party is also provided with a privacy notice under the GDPR. In any case, ad hoc privacy notices are provided to the various stakeholders other than the Reporting Party during the Report acquisition and subsequent investigation (if any) phases;
- the legal basis of the data processing is the fulfilment of a legal obligation imposed on the Company pursuant to the Decree;
- personal data will be processed within the European Economic Area (EEA) and stored in servers located within the EEA. However, in the context of the data processing in question, transfers of personal data outside the European Union (EU) or the EEA may take place, also through potential service providers on a contingent basis. Such transfers shall be carried out in compliance with the provisions of Chapter V of the GDPR;
- as indicated in the privacy notice provided to data subjects, personal data are processed for the time strictly necessary in order to achieve the purposes justifying the data collection and processing (e.g. receipt and management of the Report) and are subsequently erased or anonymised in accordance with the established data retention periods;
- suitable technical measures (e.g. encryption within the WB platform) and organisational measures are adopted to ensure the security of personal data, in compliance with applicable legislative and regulatory provisions, both while the Report is being submitted and while it is being analysed, managed and stored; the security measures adopted shall, in any case, be periodically reviewed and updated.
- the tracking of the activities of personnel authorised to process data relating to Reports (in particular the activities of the Whistleblowing Manager) is guaranteed, where possible and in compliance with Article 4 of Law 300/1970 et seq;
- the exercise of rights by the Reporting Party or by the Reported Party in connection with their personal data processed during the whistleblowing process is excluded, pursuant to Article 2-undecies of the Data Protection Code, if such exercise may effectively compromise the "*anonymity of the party reporting infringements of which he/she has become aware by reason of his/her employment relationship*".

Only the Whistleblowing Manager already authorised under the GDPR can access Reporting Parties' personal data, therefore the disclosure of confidential information and personal data to third parties is permissible only when necessary.

The Company is the Data Controller.

8 EXTERNAL REPORTING CHANNELS, PUBLIC DISCLOSURE AND FORMAL COMPLAINTS TO THE JUDICIAL AUTHORITY

8.1 ANAC's external reporting channels

Where a Report involves violations of the European Union rules provided for in subsections ii), iii), iv), and v) of the above Section 2.2. "Scope of the Report - Infringements" and if one of the following conditions is met:

- an internal reporting channel has not been set up as required or, if already set up, the channel is not active;
- the internal reporting channel set up fails to comply with the provisions of Article 4 of the Decree;
- a Report made through an internal reporting channel is not followed up;
- the Reporting Party has good reasons to believe - based on the particular, precise and concordant circumstances of the case - that if he/she made a Report using internal channels, it would not be effectively followed up or it could lead to retaliation;
- the Reporting Party has good reasons to believe - based on the particular, precise and concordant circumstances of the case - that the infringement in question could constitute an imminent or manifest danger to the public interest.

The Reporting Party may make an "External" Report using one of the channels made available by the Italian Anti-corruption Authority (ANAC), which guarantee (also through encryption tools) the anonymity of the Reporting Party, of the Reported Party and of the content of the Report and associated documentation.

External Reports may be made - using IT tools adopted by ANAC (<https://www.anticorruzione.it/-/whistleblowing>) - in writing through the IT platform or orally using telephone lines or voice messaging systems or, at the request of the Reporting Party, by a face-to-face meeting set within a reasonable timeframe.

An external whistleblowing report submitted to a person or entity other than ANAC will be transmitted to the latter within 7 (seven) days from the date it is received, and concurrent notice of the transmission is given to the Reporting Party

8.2 Public disclosure

Where a Report involves violations of the European Union rules provided for in subsections ii), iii), iv), and v) of the above Section 2.2. "Scope of the Report - Infringements" and if one of the following conditions is met:

- the Reporting Party has previously made a Report through the Internal Channels and the external channels, or has made an external Report directly, and in all these cases no response was received within the prescribed time limits;
- the Reporting Party has good reasons to believe - based on the particular, precise and concordant circumstances of the case - that the infringement in question could constitute an imminent or manifest danger to the public interest (for example, an emergency situation or a risk of irreversible damage, including to the physical safety of one or more persons, thus requiring the infringement be promptly disclosed and communicated more broadly in order to avert its harmful effects);
- the Reporting Party has good reasons to believe - based on the particular, precise and concordant

circumstances of the case - that the external Report could produce retaliation or might not be effectively followed up due to the specific circumstances of the case e.g. where evidence may be concealed or destroyed or a well-founded fear exists that the Report's recipient is colluding with the perpetrator or is actually involved in the infringement,

Then the Reporting Party may make a public disclosure, through the press or electronic media or using means of dissemination that can reach large numbers of people.

8.3 Filing a complaint with the judicial authority

The Decree also indicates that protected persons may turn to the Judicial Authorities and file a report of unlawful conduct that has come to their attention in a work context.

9 PUBLICATION OF THE PROCEDURE

This Procedure is visibly displayed on noticeboards at the Company's premises and is published on the Codognotto Italia website, and is also made available on the Company intranet.

