- FONDITAL S.p.A. -

PROCEDURE FOR THE MANAGEMENT OF REPORTING OF WRONGDOING AND PROTECTION OF THE WHISTLEBLOWER

(so-called Whistleblowing)

(Implementing Legislative Decree No. 24/2023 on the protection of persons who report breaches of Union law and national regulations)

4^ Edition - Update

Approved by the Board of Directors on 30/07/2026

1. PURPOSE AND SCOPE

The purpose of this document is to describe and regulate the organisational aspects and operational processes relating to the reporting of wrongdoings, or violations of national or EU laws and regulations, and of relevant unlawful conduct pursuant to Legislative Decree 231/2001, as better detailed in paragraph 4 below, of which internal or external parties[1] linked to Fondital S.p.A. (hereinafter "Fondital" or the "Company") become aware of from employment or business relationships in the context of work. This Procedure applies to these subjects.

The document and the definition of the internal reporting channels as described in it, as well as the concrete methods of operation of the same, were the subject of prior information to the RSU, as the comparatively most representative trade union organization(s), both at the time of first issue and in subsequent updates

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

The Procedure also incorporates the principles and provisions of the Code of Ethics and the Organisation, Management and Control Model referred to in Legislative Decree 231/2001 adopted by the Company; it does not modify in any way but rather integrates and regulates in a more specific manner the methods of communication to the Company's Supervisory Body of relevant acts or facts, for the matters of competence, provided for by the Organisation, Management and Control Model.

The possibility of making reports on safety in the workplace provided for by the procedures in force and the applicable company collective agreements is also confirmed.

This Procedure was updated on 15 July 2023 and then updated again on 13/02/2025 and on 30/07/2026 following approval by the Board of Directors. Any subsequent amendments and/or additions shall enter into force on the day provided for by law or regulations or by resolution of the Board of Directors, or, in case of urgency, by the Chairman of the Board of Directors or the Chief Executive Officer.

2. REFERENCES

In implementation of EU Directive no. 1937/2019 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national law, the

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[1] Specifically, it is aimed at all subjects, broadly connected to the organization in which the violation occurred: employees, self-employed workers, freelancers and consultants, external collaborators, those who carry out paid or unpaid internships, volunteers, subjects who work under the supervision and direction of contractors, sub-contractors and suppliers, customers, shareholders and people with administration, management, control, supervision or representation functions

Italian legislator, with Legislative Decree no. 24/2023, has extended the scope of application of whistleblower protection, previously limited only to cases of significant unlawful conduct pursuant to Legislative Decree L.gs. 231/2001 or violations relating to Model 231 and the Company's Code of Ethics, to the violation of additional European and national regulations.

Art. 6 of Legislative Decree 231/2001 establishes that the 231 Models provide for internal reporting channels, a prohibition of retaliation and a disciplinary system in accordance with Legislative Decree no. 24/2023.

This procedure has been drawn up based on the following documents, in addition to the provisions of the law:

- Code of Ethics of Fondital SpA
- Organization, Management and Control Model pursuant to Legislative Decree 231/2001 of Fondital SpA
- Legislative Decree no. 196 of 30 June 2003, as amended, and Regulation (EU) 2016/679 on data protection
- Guidelines for the Preparation of Whistleblowing Procedures by Transparency International Italy
- Guidelines on the protection of persons who report breaches of Union law and protection of persons who report breaches of national regulatory provisions; approved by ANAC with Resolution no. 311 of 12 July 2023, as amended and supplemented by ANAC Resolution no. 479 of 26 November 2025[2]
- Operational guide for private entities on the New whistleblowing regulations, prepared by Confindustria in October 2023 and subsequently updated in May 2026
- ANAC Guidelines no. 1/2025 on whistleblowing on internal reporting channels, approved by Resolution no. 478 of 26 November 2025

3. DEFINITIONS

Before proceeding with the declination of the substantial and operational aspects related to the management of reports, the following definitions are intended to specify the meaning that is attributed to certain terms used in this Procedure:

- **Report**: written or oral communication by the Whistleblower, which concerns information relating to a violation committed by the Reported Person and sent through the channels set up by the Company, concerning potential "*violations*", as defined below. The Report may not concern information already fully in the public domain,

[2] On 7 November 2024, to complete and supplement the indications provided, ANAC published the Outline of new Guidelines on whistleblowing with the aim of providing clarifications on how to implement and manage internal reporting channels. This document, in public consultation until 9 December 2024, was definitively approved, under the name of ANAC Guidelines no. 1/2025 on whistleblowing on internal reporting channels, by Resolution no. 478 of 26 November 2025 (published on 12 December 2025). With the simultaneous Resolution no. 479 of 26 November 2025, ANAC also amended and supplemented Guidelines no. 311/2023 relating to external reporting channels.

information acquired solely on the basis of indiscretions or rumors that are not very reliable (so-called rumours), nor may it consist of claims, disputes, requests of a personal nature of the reporting person or of the person who has filed a complaint with the judicial or accounting authorities, relating exclusively to their individual employment relationships, or relating to their employment relationships with hierarchically superior figures.

- **Violations**: behaviors, acts or omissions that harm the public interest or the integrity of the private entity (i.e. Fondital) and which consist of:

  a) **significant unlawful conduct pursuant to Legislative Decree no. 231/2001** or violations of the **Company's Organisation, Management and Control Model**;

  b) **offences that fall within the scope of the European Union or national acts** indicated in the annex to Legislative Decree no. 24/2023 or the national acts that implement the European Union acts indicated in the annex to EU Directive no. 1937/2019, although not indicated in Legislative Decree no. 24/2023, relating 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 feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of information networks and systems (List of European and national regulations cited in Legislative Decree no. 24/2023, Annex a);

  c) **acts or omissions affecting the financial interests of the Union**;

  d) **acts or omissions concerning the internal market**, including infringements of EU competition and State aid rules, as well as infringements concerning the internal market related to acts that infringe corporate tax rules or mechanisms the purpose of which is to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax rules;

  e) **acts or conduct which frustrate the object or purpose of the provisions referred to in Union acts in the areas referred to in subparagraphs (b), (c) and (d) above**.

- **Whistleblower**: directors, managers, employees, collaborators, as well as external parties who collaborate with the Company. The **persons referred to in art. 3, paragraphs 3, 4 and 5 of Legislative Decree no. 24/2023 are also considered to be reporting, including: employees, self-employed workers, suppliers of goods or services, freelancers and consultants, volunteers and trainees, shareholders, candidates and employees on probation, as well as** former *employees.*

- **Reported**: person who, within the report, is identified as responsible for the offence or violation being reported.

- **Person Involved**: The natural or legal person named in the internal or external report or public disclosure as the person to whom the violation is attributed or as a person otherwise involved in the violation reported or publicly disclosed.

- **Whistleblowing handlers**: the person or the autonomous internal office or the external party entrusted with the management of the internal reporting channel. The whistleblowing manager is specifically trained for the management of the channel.

- **Substitute for the Whistleblowing Manager:** the person or the autonomous internal office or the external party, who is entrusted with the management of the internal reporting channel in the event of a conflict of interest on the part of the Whistleblowing Manager or for prolonged absence (greater than 7 days). The Substitute of the Whistleblowing Manager is specifically trained in Whistleblowing for the management of the channel**.**

4. REFERRALS

4.1 Subject and subjects of the report

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

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

f) violations of the restrictive measures of the European Union, falling within the scope of the Whistleblowing Decree as a result of the amendments introduced by Legislative Decree no. 211 of 30 December 2025.

Whistleblowers may be employees and managers of the Company, members of corporate bodies, collaborators, consultants and third parties in general who are linked to the latter by contractual ties or work activities (e.g. business partners). See note 1 to this document.

Reports may not concern information already in the public domain or claims, disputes, requests of a personal nature of the reporting person, relating exclusively to his or her individual employment relationships.

Reports can be related to:

- employees, collaborators and managers of the Company;

- members of corporate bodies (Board of Directors, Board of Statutory Auditors, Independent Auditors, Supervisory Body);

- third parties connected to the subjects indicated above (suppliers, subcontractors, consultants).

The whistleblower is required to indicate in the report whether he has a private interest related to it, specifying, if so, the type and to declare his commitment to report what he knows truthfully.

4.2 Reporting features

The report must be made in good faith or on the basis of a reasonable conviction and must contain elements useful to allow the persons responsible for their examination and assessment to carry out the appropriate investigations and checks on the validity of the facts and circumstances subject to the report.

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

It is also possible to make reports anonymously as long as they have the characteristics of completeness, detail and validity provided for in this paragraph and are adequately substantiated.

4.3 Recipients and Reporting Channels

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

a) Internal reporting channel
b) External signaling channel
c) **Public Disclosure.**

The three types of reporting are to be used in a progressive and subsidiary way, in the sense that the whistleblower can make:

1. an external report only if it has not been able to make an internal report or if this has not been followed up, as better explained in the following section "External reporting";

2. a public disclosure only after an internal and/or external report has been made without follow-up, as further explained in the "Public Disclosure" section below.

The reporting channels available to interested parties are announced through internal company communication and by indication on the company website.

The whistleblower may at any time integrate, correct or complete the report made or add additional evidence, including documentary evidence, in the same way as he sent the original report.

INTERNAL REPORTING

The monitoring and management of internal reporting channels are the responsibility of the "**Reporting Manager".**

In this regard, it should be noted that the Company, in order to ensure the protection of the confidentiality of the identity of the Whistleblower, in accordance with the relevant regulations, has decided to entrust the role of whistleblower pursuant to art. 4, paragraph 2 of Legislative Decree no. 23/2024 to a collegial Committee composed of internal resources from the legal department and the personnel department (hereinafter also referred to as the "Whistleblowing Manager" or "Whistleblowing Committee"), with adequate professionalism and the necessary autonomy and independence in relation to the task of managing internal reporting channels.

This Whistleblowing Committee has received formal assignment as the manager of the internal channels, which also includes the letter of designation as authorized pursuant to Article 29 of EU Reg. 679/2016 (also "GDPR") and 2-quaterdecies of Legislative Decree No. 196/2003 (also "Privacy Code"). The letter provides specific instructions for the correct processing of personal data relating to the report, of which the Company is the Data Controller pursuant to Article 4, paragraph 1, no. 7) GDPR.

Given the multi-subject composition of the Whistleblowing Committee, which is composed of four subjects, two of whom are alternates, the presence of a substitute for the whistleblowing manager is guaranteed to whom the management functions of the internal channel are transferred in cases of conflict of interest of one of the members of the Committee in relation to a specific report, or the absence or impediment of one of the members that extend beyond seven days.

Fondital has set up the following internal communication methods:

- **specific whistleblowing platform** that allows the electronic submission of reports **in written and oral form** and guarantees - also through encryption tools - the confidentiality of the identity of the Whistleblower, the Person Involved and the person in any case mentioned in the Report, as well as the content of the Report and the related documentation

The platform is accessible from any browser at the following https://fondital.integrityline.com/ address and allows you to make Whistleblowing Reports, even anonymously.
In this regard, it should be noted that the platform allows the Whistleblower to remain in contact with the Whistleblowing Manager during the management of the Anonymous Report, being able to provide clarifications and/or document integrations through a messaging system that guarantees anonymity.
The reporting platform adopted, provided by a third party and equipped with adequate technical security measures as required by art. 32 GDPR, provides for confidential registration, the use of encryption and a guided path for the Whistleblower that will allow the same to enter the information necessary for the reconstruction and evaluation of the facts.
The platform provider has signed the data protection agreement pursuant to Article 28 of the GDPR with which it undertakes to comply with the instructions provided by the Data Controller, even in the case of sub-assignments.
In the event of using the platform, the Whistleblower will have to fill in a series of questions, open and closed, which will allow the Report Manager to investigate the subject of the report in the first instance even without creating direct contact with the Whistleblower himself. The platform also allows you to upload the documentation that the Whistleblower deems appropriate to bring to the attention of the Report Manager in support of your report.
Through the use of the platform, it is possible to exchange requests between the Whistleblower and the Report Manager in order to deepen the topics being communicated or to organize the direct meeting.
At the end of the reporting procedure, the platform, in fact, will provide the Whistleblower with a code that will allow him to access the system and, therefore, to his report for:

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

The platform used by the Company allows the archiving of reports and attached documentation in electronic and encrypted mode, as well as in compliance with the applicable legislation on the protection of personal data. The data and documents covered by the Report are stored in accordance with the law. Encryption makes it possible to guarantee the confidentiality not only of the Whistleblower, but also of the facilitator, the person involved or in any case mentioned in the report as well as the content of the report and documentation;

- By means of a face-to-face meeting, to be held in person in a reserved place, at the request of the reporting person to the Whistleblowing Manager (via the appropriate platform) which will be set within a reasonable time. This oral report, subject to the consent of the reporting person, is documented, either by recording on a device suitable for storage and listening or by full transcription. In the case of transcription, the reporting person may verify, rectify or confirm the content of the transcript by signing it. Failure to sign will result in the inadmissibility of the report.

Attention: Reports concerning violations of Legislative Decree 231/2001 can only be made through the internal channel.

Attention: In any case, it is emphasized that ONLY reports concerning "violations" as defined above fall within the scope of application of this procedure and, therefore, the protections indicated below will apply.

It is understood that reports that are not considered relevant for the purposes of this procedure, therefore outside the scope of application of Legislative Decree no. 24/2023, will be filed by the Whistleblowing Manager as "non-whistleblowing reports" and forwarded to the competent Functions so that they can carry out their preliminary activities.

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

EXTERNAL SIGNALING

Only for violations concerning offences that fall within the scope of the European Union or national acts indicated above - par. 3, letters b), c), d), e) - it is possible for the Whistleblower to make the external report through the channel activated at ANAC (National Anti-Corruption Authority) (the external reporting channel cannot be activated for reports concerning violations of Legislative Decree no. 231/2001 and violations of the Organization and Management Model).

External **reporting** can be carried out under the following conditions:

a. the internal reporting channel, even if mandatory, is not active or, even if activated, does not comply with the provisions of Article 4 of Legislative Decree No. 24 of 10 March 2023.;

b. the reporting person has already made an internal report pursuant to Article 4 and has not been acted upon;

c. the reporting person has reasonable grounds to believe that, if he or she made an internal report, it would not be followed up effectively or that the same report could lead to the risk of retaliation;

d. the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

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

- a report "has not been followed up" (see letter b above) when it has remained totally unanswered;

- the "well-founded reasons" referred to in letters c. and d. above must be objective and adequately substantiated.

External reports are made on the platform made available by the National Anti-Corruption Authority ANAC, designated as the authority to receive external reports from both the public and private sectors: the methods of use of this channel are indicated on the ANAC website https://www.anticorruzione.it/-/whistleblowing.

PUBLIC DISCLOSURE

Public disclosure means making information on violations available to the public through the press or electronic means or in any case through means of dissemination capable of reaching a large number of people (public disclosure cannot be used for reports concerning violations of Legislative Decree no. 231/2001 and the Organization and Management Model).

Public **Disclosure** may only be made if one of the following conditions is met:

(a) the reporting person has previously made an internal and external report or has made an external report directly, under the conditions and in the manner provided for in this procedure and has not been responded to within the time limits set out on the measures envisaged or adopted to follow up on the reports;

(b) the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest;

(c) the reporting person has reasonable grounds to believe that the external report may involve a risk of retaliation or may not be followed up effectively due to the specific circumstances of the case, such as those in which evidence may be concealed or destroyed or in which there is a reasonable fear that the person who received the report may be colluding with the offender or involved in the infringement.

As regards the definition of "reasonable grounds", see the previous paragraph.

The reporting person who makes a public disclosure benefits from the protection provided for by Legislative Decree no. 24/2023 only in the presence of one of the three conditions indicated above.

Please note: the external reporting channel and public disclosure cannot be activated in the event of significant unlawful conduct pursuant to Legislative Decree no. 231/2001 or violations of the Company's Organisation and Management Model or Code of Ethics.

5. Internal Reports Management Process

5.1 Receipt of the report and preliminary check

When the Whistleblower receives an internal report, it acknowledges receipt to the whistleblower within 7 days. It then proceeds to carry out a formal examination of the report and verify:

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

Once the aforementioned preliminary check has been completed, the Whistleblowing Manager:

a)if the report is extraneous to the subject of this Procedure (for example, because it relates to a personal complaint or concerning facts in the public domain or circumstances already found by the Judicial Authority) or lacks the necessary requirements referred to in paragraph 4.2 above, it shall proceed with the archiving of the report by informing the whistleblower, taking care to justify the reasons for the filing;

b) if the report is excessively generic or incomplete, contact/summon the whistleblower to ask for elements useful for the preliminary assessment;

c)if it detects a possible violation or unlawful conduct, it proceeds with the subsequent analysis phase, informing the Chairman of the Board of Directors.

The duration of this investigation phase must not normally exceed 30 days and is documented directly on the whistleblowing platform in such a way as to guarantee the confidentiality of the information collected and the confidentiality of the whistleblower. On this platform, the type of report received, the date of receipt, the date of conclusion of the preliminary assessment and the outcome of the same, with the related reasons, are noted. The person entrusted with the management of the reports also deletes the personal data that is not useful for the purposes of the report.

As provided for by art. 4, of the Whistleblowing Decree, the Report submitted to a party other than the Whistleblowing Manager must be transmitted immediately (within seven days) to the Whistleblowing Manager, giving simultaneous notice to the Whistleblower

5.2 Analysis and evaluation of the report

In the event that the preliminary verification referred to in the previous paragraph is concluded positively (as indicated in point c) of the previous paragraph, the Whistleblowing Manager shall immediately proceed to the phase of analysis and assessment of the merits of the Report.

At this stage, the Whistleblowing Manager may:

(i) interfacing with other company functions and figures to request their collaboration, through the provision of data, documents or information useful for the analysis itself, obtaining operational support from the various company functions involved while maintaining adequate confidentiality regarding the identity of the Whistleblower and the Reported;

(ii) request further elements or insights from the reporting party, recording any relevant interview in writing and keeping the minutes in the records;

(iii) make use of external resources to conduct the necessary investigations;

(iv) carry out any activity deemed useful or necessary, including the hearing of the Whistleblower and/or any other parties who may report on the facts reported, in compliance with the principles of confidentiality and impartiality of judgment, the legislation on the protection of personal data and the applicable CCNL.

In any case, the Whistleblower's personal details and any other information from which this identity can be directly or indirectly inferred, will not be revealed by the Report Manager without the Whistleblower's consent in order to protect him from possible retaliation or discrimination. It should be noted that, even in the absence of consent, where necessary for investigative reasons, if other parties must also be made aware of the content of the Report and/or the documentation attached to it, the Report Manager will obscure the personal data of the Whistleblower, as well as of the other subjects whose identity must remain confidential (the facilitator, the Reported, the other persons mentioned in the Report).

The Reported Person and any other persons mentioned in the Reports have the right to be heard, in order to exercise their defense, both verbally and through the acquisition of written observations.

The analysis phase ends with a written opinion from the Whistleblowing Manager which shows:

-the data of the Report (name of the Whistleblower – if known – and of the Reported(s), place and date of the facts, evidence or documents);

- the checks carried out, the results of the same and company subjects or third parties involved in the analysis phase;

- a summary assessment of the analysis process with an indication of the cases ascertained and the related reasons;

-the outcome and conclusion of the analysis (filing or validity of the Report).

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

a)if it considers the Report unfounded, it proceeds to file it, with written reasons;

b)if he/she considers the Report well-founded and substantiated, he/she communicates the outcome to the Chairman of the Board of Directors for the adoption of the consequent decision-making measures (without revealing the details of the Whistleblower).

The analysis phase referred to in this paragraph must be completed within 60 days from the date of its initiation, except in cases of particular importance and urgency, for which the Chairman of the Board of Directors immediately informs the Board of Statutory Auditors and the Board of Directors without waiting for the completion of the analysis phase.

The decisions to be taken, depending on the circumstances and the gravity of the infringement found, may include one or more of the following actions:
a) termination of contracts, suspension of projects or activities;
b) return (or request for return) of any improper benefit;
c) taking disciplinary measures against the staff members involved;
d) reporting to the authorities;
e) adoption of actions aimed at avoiding or minimizing any legal consequences of the violation found (e.g. repair of damage, active correction, etc.).

In any case, the Whistleblower must provide feedback to the Whistleblower (if traceable), within three months[3] from the date of receipt of the Report, of the status of the internal investigation and its outcome, if concluded, providing the reasons for any dismissal.

In relation to the 231 Reports and the Reports concerning the Code of Ethics, the Whistleblowing Manager carries out the above activities by involving the members of the Supervisory Body. In this case, alignment with the Supervisory Body will take place, in compliance with the confidentiality requirements set out in the Whistleblowing Decree and this Procedure, also through the platform.

The powers of supervision or filtering of the management body on the investigation are expressly excluded: the manager decides independently on the results and on the internal/external recipients to whom the documents are transmitted.

Record-keeping

The Reports (and related documentation), even if anonymous[4], are stored through the platform for the time necessary to process them and, in any case, in accordance with the provisions of Legislative Decree no. 23/2024, no later than five years[5] from the date of communication of the final outcome of the Reporting management process.

5.3 Reports relating to corporate bodies

A. If the report concerns the Chairman of the Board of Directors/Chief Executive Officer, the Whistleblowing Manager forwards it to the Deputy Chairman of the Board of Directors, who may decide whether to proceed directly, on his own, with the analysis phase referred to in paragraph 5.2 or whether to appoint the Whistleblowing Manager and proceed in the ordinary way, in any case notifying the Chairman of the Board of Statutory Auditors.

B. If the report concerns another member of the Board of Directors, the Whistleblowing

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[3] Starting from the expiry of the 7 days following receipt of the report.

[4] The provision for the recording and storage of anonymous reports is also carried out in order to be able to link them to any subsequent complaints of retaliation

[5] With distinction with respect to the acts of judicial proceedings that may have their own terms

Manager forwards it to the Chairman of the Board of Directors, who may decide whether to proceed directly, on his own, with the analysis phase referred to in paragraph 5.2 or whether to appoint the Whistleblowing Manager and proceed in the ordinary way, in any case notifying the Chairman of the Board of Statutory Auditors.

C. If the report concerns a member of the auditing firm/statutory auditor or of the Board of Statutory Auditors, the Whistleblowing Manager forwards it to the Chairman of the Board of Directors, who may decide whether to proceed directly, on its own, with the analysis phase referred to in paragraph 5.2 or whether to appoint the Whistleblowing Manager and proceed in the ordinary way, in any case notifying the Board of Directors.

D. If the report concerns the Supervisory Body, the Whistleblowing Manager does not involve this body even if the report relates to matters within its competence, informing the Chairman of the Board of Statutory Auditors and the Chairman of the Board of Directors in its place, who may decide whether to proceed directly, on his own, with the analysis phase referred to in paragraph 5.2 or whether to appoint a corporate function that he deems more competent.

E. If the report concerns the Whistleblowing Manager, it is considered that one of the conditions for using the reporting channel external to ANAC is met, since it cannot be ensured that the report is effectively followed up. If the report is forwarded to different parties, they must forward it to the Chairman of the Board of Directors, who may decide whether to proceed directly, on his own, with the analysis phase referred to in paragraphs 5.2 or whether to appoint a corporate function that he deems most competent, in any case informing the Chairman of the Board of Statutory Auditors and without prejudice to the involvement of the Company's Supervisory Body, as far as it is concerned.

6. DISCIPLINARY MEASURES

6.1 Disciplinary measures against employees

Upon receipt of the report from the person who carried out the analysis of the report, the Chairman of the Board of Directors decides whether to initiate disciplinary proceedings against the reported persons held responsible for the violation or unlawful conduct and deemed liable following the analysis carried out and the assessment carried out.

If the reporting party is jointly responsible for the fact that is the subject of the Report, it must have privileged treatment compared to the other co-responsible, provided that it complies with the applicable legislation and CCNL and the protections provided for by the Workers' Statute.

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

(i)against the Whistleblower who has acted with intent or gross negligence, ascertained and proven or whose criminal liability for the crimes of defamation or slander is ascertained, even by first instance judgment;

(ii) against any perpetrators of retrieval/discriminatory behaviour against the reporting party;

(iii)towards the subjects involved in the process of evaluation and analysis of the Report who have violated the confidentiality obligations or have not examined the Report received.

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

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

Under no circumstances will proceedings be initiated solely because of the Report, in the absence of concrete evidence regarding the content of the Report. This may be the case on the basis of other evidence found and ascertained from the Report itself.

The retaliatory or discriminatory dismissal of the reporting party is null and void. The change of duties pursuant to Article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure - as better defined in paragraph 7.2 below - adopted against the Whistleblower are also null and void. It is the employer's responsibility, in the event of disputes related to the imposition of disciplinary sanctions, or demotion, dismissal, transfer, or subjection of the Whistleblower to other organizational measures having direct or indirect negative effects on working conditions, subsequent to the submission of the Report, to demonstrate that such measures are based on reasons unrelated to the Report itself.

6.2 Measures against corporate bodies

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

In the most serious cases, the Board of Directors, after consulting the Board of Statutory Auditors, may propose to the shareholders' meeting that the office of the director concerned also be revoked. In the event of violation by the statutory auditors, the Board of Directors, after hearing the shareholders' meeting, may apply to the Court to revoke the mandate of the statutory auditor concerned.

In the event of violations or unlawful conduct carried out by a director who is also an employee of the Company, the applicability of the various disciplinary actions based on the employment relationship will in any case be applied.

6.3 Measures against third parties

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

6.4 Consequent and additional measures

The Chairman of the Board of Directors may inform the judicial authority and/or supervisory authorities of the facts covered by the Report if he or she finds that such facts have the characteristics of a crime or a civil or administrative offence.

The Chairman of the Board of Directors, in agreement with the Head of Human Resources, defines the implementation of any prevention measures that may be necessary to promote the culture of legality and transparency within the Company and promotes the adoption of any amendments and additions to this Procedure and control systems in the light of constant monitoring of its application of the results obtained.

Administrative fines applied by ANAC

Anac may apply the following administrative fines to the person responsible:

- from 10,000 to 50,000 euros when retaliation is ascertained, or when it is ascertained that the Report has been hindered or that an attempt has been made to obstruct it or that the obligation of confidentiality provided for by the Whistleblowing Decree has been violated;

- from €10,000 to €50,000 when it is ascertained that reporting channels have not been established according to the requirements of the Whistleblowing Decree, nor that a procedure has been adopted for the making and management of reports or that it does not comply with the Whistleblowing Decree or in the event of failure to verify and analyse the Reports received;

- from 500 to 2,500 euros, when the criminal liability of the whistleblower for the crimes of defamation or slander is ascertained.

7. PROTECTION OF THE WHISTLEBLOWER

7.1 Confidentiality and Privacy

The Company guarantees the confidentiality of the reporting party and the data/information transmitted, in order to protect the Whistleblower from any form of retaliation or discrimination. With reference to access to internal reporting channels, the Company adopts suitable technical and organisational measures to prevent the identity of the Whistleblower from being reconstructed through browsing logs, firewalls, proxies, DNS, authentication systems, access from the company network or other technical tracking.

This is without prejudice to the possibility of collecting and storing any technical and security logs, where strictly necessary for the purposes of cybersecurity, business continuity, prevention of abuse, incident management, protection of the integrity of information systems and fulfilment of applicable obligations, including those provided for by Legislative Decree no. 138 of 4 September 2024.

These logs are processed according to the principles of minimization, purpose limitation, segregation of access and proportionate storage, and cannot be used to identify the Whistleblower, nor for retaliatory, disciplinary purposes or in any case incompatible with the protection provided for by Legislative Decree no. 24/2023.

Access to the aforementioned logs is allowed only to persons formally authorised for IT security purposes, according to the principle of separation of purposes referred to in art. 5, par. 1, letter b), of Regulation (EU) 2016/679. Any correlation between technical logs and the identity of the Whistleblower is also prohibited, unless this is required by law or by a provision of the competent Authority.

The Company, as a further prudential measure to protect confidentiality, recommends that the Whistleblower, where possible, access the internal channel from non-corporate networks and devices.

The identity of the Whistleblower and any other information from which such identity may be inferred, directly or indirectly, may not be revealed without the express consent of the latter, to persons other than those competent to receive or follow up on the Reports, expressly authorized to process such data pursuant to Articles 29 and 32, paragraph 4, of Regulation (EU) 2016/679 and Article 2-quaterdecies of the Personal Data Protection Code referred to in Legislative Decree 30 June 2003, no. , except where it is requested by the judicial or administrative authority and if there is a specific legal obligation in this regard, for example in cases where:

- the Report made and subsequent investigations reveal the commission of a civil or criminal offence[6] for the Whistleblower;
- knowledge of the identity of the Whistleblower is necessary and indispensable for taking charge of the Report or for the purpose of exercising the right of defence of the reported person.

The reporting person shall be notified of the disclosure of the identity by means of a written communication, containing the relevant reasons.

Only personal data that are relevant and strictly necessary for the evaluation of the Report may be processed by the subjects involved in the phases of this Procedure.

These parties must also ensure that access to the information contained in the Reports by other company functions or third parties, who may be involved in the aforementioned phases and processes, never implies access to the personal data of the Whistleblower or the Reported Person, subject to the exceptions indicated above. In any case, the Whistleblower's personal details and any other information from which this identity may be directly or indirectly inferred, will not be revealed by the Whistleblower Manager without the Whistleblower's consent in order to protect him/her from possible retaliation or discrimination. It should be noted that, even in the absence of consent, where necessary for investigative reasons, if other parties must also be made aware of the content of the Report and/or the documentation attached to it, the Report Manager will obscure the personal data of the Whistleblower, as well as of the other parties whose identity must remain confidential (the facilitator, the reported, the other persons mentioned in the report). The personal data of the Whistleblower, for the purposes of this Procedure, are stored, in

[6] In criminal proceedings, the identity of the reporting person is covered by secrecy in the manner and within the limits provided for in Article 329 of the Code of Criminal Procedure.

compliance with Legislative Decree 196/2003 and subsequent amendments, Regulation (EU) 2016/679 (GDPR) and the company procedures in force, for the time strictly necessary for their processing and in any case for a period not exceeding 5 years from the date of communication of the final result[7], except in cases where it is necessary to keep them for a longer period, subject to adequate justification and limited to the duration of the need.

The Company applies the same principles and the same protections referred to in this paragraph also to the personal data of the reported person pending the internal process of analysis and assessment, without prejudice to any responsibilities and communication obligations imposed by law or judicial authority. Similar guarantees of confidentiality are granted to any other persons involved or mentioned in the Reports, until the conclusion of the procedure.

In the context of any disciplinary proceedings initiated against the Reported Party, the identity of the reporting person cannot be revealed, where the challenge to the disciplinary charge is based on separate and additional investigations with respect to the Report, even if consequent to the same. If the complaint is based, in whole or in part, on the Report and knowledge of the identity of the reporting person is essential for the defence of the accused, the Report will be used for the purposes of disciplinary proceedings only in the presence of the express consent of the reporting person to the disclosure of his or her identity

All documentation relating to Reports is considered confidential and therefore accessible only to authorized parties. In the course of activities aimed at verifying the validity of the Report, all necessary measures will be taken to protect the data from accidental or unlawful destruction, loss and unauthorized disclosure.

7.2 Protection from retaliatory acts

To protect the Whistleblower, the legislation establishes that he or she may not suffer any retaliation and provides for specific measures to protect and limit liability.

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

In addition, the Reports and disclosures must have been made in compliance with the discipline and procedure for the use of the various channels.

On the other hand, the protection measures against the Whistleblower do not apply when the criminal liability of the reporting person for the crimes of defamation or slander is ascertained, even with a first instance judgment, or civil liability, for the same reason, in cases of intent or gross negligence. In such cases, disciplinary action is initiated, as indicated in paragraph 6.1 above.

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[7] As per the opinion of the Italian Data Protection Authority on the draft legislative decree implementing Directive (EU) 2019/1937 of the European Parliament.

In the presence of the conditions for the application of the protections, it is forbidden to carry out retaliatory acts against the Whistleblower, such as, but not limited to:

- Dismissal, suspension or equivalent measures;
- Demotion or failure to promote;
- Change (pejorative) of functions, workplace, salary, working hours;
- Suspension of training or any restriction of access to it;
- Demerit notes or negative references;
- Adoption of disciplinary measures or other sanctions, including financial sanctions;
- Coercion, intimidation, harassment or ostracism;
- Discrimination or otherwise unfavorable treatment;
- Failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the worker had a legitimate expectation of such conversion;
- Non-renewal or early termination of a fixed-term employment contract;
- Damage, including to the person's reputation, particularly on social media, or economic or financial prejudices;
- Improper listing on the basis of a formal or informal sectoral or industry agreement that may result in the person not being able to find employment in the relevant sector or industry in the future;
- Early conclusion or cancellation of the contract for the supply of goods or services;
- Cancellation of a license or permit;
- Request for psychiatric or medical examinations.

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

Communications of retaliation suffered, or presumed to have been suffered, must be transmitted exclusively to ANAC, according to the procedures set out in the previous paragraph "External reporting". In order to acquire investigative elements essential for the verification of retaliation, ANAC may avail itself of the collaboration of the National Labour Inspectorate, without prejudice to the exclusive competence of ANAC with regard to the assessment of the elements acquired and the sanctions to be imposed.

It is important, therefore, that those who have suffered retaliation do not transmit the communication to parties other than ANAC so as not to frustrate the protections that Legislative Decree no. 24/2023 guarantees, first of all, confidentiality. Where, by mistake, the Company is the recipient of a retaliatory communication, it is required to guarantee the confidentiality of the identity of the person who sent it and to transmit it to ANAC, giving simultaneous notice of such transmission to the person who made the communication. People who have suffered retaliation have the right to be reinstated in their workplace.

In the context of judicial or administrative proceedings or out-of-court disputes concerning the ascertainment of retaliatory conduct, it is presumed that the same were carried out due to the Report, complaint or public disclosure. The burden of proving that there were different reasons for such acts is borne by the person who carried them out. Furthermore, in the event of a claim for compensation submitted by Whistleblowers who demonstrate that they have suffered damage as a result of a Report, public disclosure or complaint to the authorities, it is presumed, unless proven otherwise, that the damage is a consequence of the Report.

Furthermore, the reporting party is not punishable if he reveals or disseminates information on violations covered by the obligation of secrecy, relating to the protection of copyright or the protection of personal data or that offend the reputation of the person involved or reported, when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the same information was necessary to reveal the violation.

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

The protections also apply to: (i) so-called "facilitators", defined as natural persons who assist a reporting person in the reporting process, operating within the same work context and whose assistance must be kept confidential; (ii) other persons who are connected to the reporting whistleblower who could suffer retaliation in a work context, such as work colleagues who have a habitual or recurring relationship with the person; (iii) people in the same work context who are linked to the Whistleblower by a stable emotional or kinship bond within the fourth degree; (iv) entities owned by the reporting person or for which he or she has worked as well as entities operating in the same work context. However, these persons do not benefit from the reversal of the burden of proof.

Finally, the protection also applies if the Reporting takes place: a) when the employment/contract relationship has not yet begun, if information on violations has been acquired during the selection process or in other pre-contractual phases; b) during the probationary period; c) after the dissolution of the legal relationship, if information on violations has been acquired during the relationship itself.

8. REPORTING

Annually, the Reports Manager prepares a summary report relating to the Reports received during the year, the analyses carried out and the outcome of the same.

The annual report shall contain at least:

-the indication of all the Reports received, distinguishing those under analysis and those archived or concluded.criteria and methods used for the evaluation of the Reports accepted and their outcomes (dismissal, initiation of disciplinary proceedings, sanctions applied)

- proposal of any corrective or supplementary criteria to the Procedure.

The aforementioned report is sent to the Chairman of the Board of Directors, who informs the Board of Directors and the Board of Statutory Auditors.

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

9. INFORMATION AND TRAINING

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

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

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

– The Company's staff training plans on compliance also include dedicated and periodic training for managers and substitutes (regulations, privacy, conflicts, complex case management, etc.).