

WHISTLEBLOWING POLICY

PROCEDURE FOR THE SUBMISSION AND HANDLING OF
INTERNAL REPORTS
AND FORMS OF PROTECTION

December 15, 2023

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1. **FOREWORD**

Pursuant to Legislative Decree 24/2023 (enforcement EU Directive 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of individuals who report breaches of European Union and national laws), the mandatory scope of the obligation to activate an internal whistleblowing channel has been extended, for both public and private sector.

2. **SOURCES AND PRACTICES**

- EU Directive No. 2019/1937 of the European Parliament and of the Council of October 23, 2019;
- EU Data Protection Regulation No. 2016/679 ("GDPR");
- Legislative Decree No. 24/2023, dated March 10, 2023;
- ANAC Regulations for the management of external reports and the exercise of ANAC's sanctioning power in implementation of Legislative Decree No. 24/2023, dated March 10, 2023, adopted by Resolution No. 301 of July 12, 2023;
- New "whistleblowing" regulations - Operational guide for private entities prepared by Confindustria, October 2023.

3. PURPOSE AND AIM OF THE PROCEDURE

This procedure applies to the Martinelli Ginetto Group, as defined below (also just the "Group").

The purpose of this procedure is to describe and regulate the system for the reporting of violations, as defined below, of which the whistleblower, as also defined below, has become aware of in the "work context" with the Group, as well as the protection mechanisms provided for the whistleblower.

Among other things, the document aims to describe:

- a) the roles and responsibilities of the functions involved in the management of whistleblowing disclosures;
- b) the objective scope and content of the report;
- c) the subjective scope of application;
- d) the procedure and channels to be used for reporting alleged violations;
- e) the modalities for the handling of the report and the procedure established when a report is made;
- f) the modalities of informing the whistleblower and the reported person about the development of the procedure;
- g) the specific protection measures granted to whistleblower.

The purpose of this procedure, therefore, is to remove factors that might discourage the use of *whistleblowing*, doubts and uncertainties about the procedure to be followed, and fears of Retaliation or discrimination.

4. DEFINITIONS

In this procedure the following expressions have the meanings given below:

- a) "**ANAC**": National Anti-Corruption Authority, an independent Italian administrative authority with tasks of protecting the integrity of public administration, combating illegality, fighting corruption, implementing transparency and monitoring public contracts;
- b) "**CCNL**" means the national collective bargaining agreements (NCBA) applied to the Group's employees, each to the extent that it applies to the individual employment relationship. Specifically:
 - i. for Martinelli Ginetto S.p.A.: CCNL for Textile, Clothing and Fashion companies and CCNL for Industrial Executives;
 - ii. for Satta & Bottelli S.r.l.: CCNL for Textile, Clothing and Fashion companies and CCNL for Industrial Executives;
 - iii. for Nord Filati S.r.l.: CCNL for Textile, Clothing and Fashion companies Fashion;
 - iv. for Wykt S.r.l.: CCNL for Service companies (Commerce);
 - v. for Lyontex S.r.l.: CCNL for Textile, Clothing and Fashion companies.
- c) "**Whistleblowing Committee**": (also the "**Committee**") physical person / office, internal, autonomous, and composed by specifically trained staff, constituted for the purpose of managing the internal *whistleblowing* channel;
- d) "**Work context**": the working or professional activities, present or past, by reason of which, regardless of their nature, the Whistleblower acquires information on Violations and in the context of which he might risk being retaliated against in the event of a Report (as defined below) or Public Disclosure (as defined below) or a complaint to the judicial or accounting authorities. In any case, these must be activities carried out by persons who have established with the Group companies one of those relationships of a labour or professional nature expressly indicated by the Legislator in Legislative Decree no. 24/2023;
- e) "**Addressee**": shareholders, people with functions of administration, management, control, supervision or representation, including when such functions are exercised on a mere *de facto* basis, Group Personnel (as defined below), Employees (as defined below), self-employed workers¹¹, collaborators ex art. 409

¹ Including the self-employed workers indicated in Chapter I of l. No. 81/2017, as workers with self-employment

c.p.c. and art. 2 Leg. 81/2015, who perform their work activities at the Group, workers or collaborators who perform their work activities at companies that supply goods or services or carry out works for third parties, including Group companies, freelancers and consultants who perform their activities at the Group; entities owned - either exclusively or in majority co-participation by third parties - by the Reporting Person or at which the Reporting Person works; as well as all those who, for various reasons, have work, collaboration or business relations with the Company;

- f) "**Employees**": all individuals who have an employment relationship with the Group, including managers, part-time, intermittent, fixed-term, temporary, supply, apprenticeship, as well as workers who perform occasional services (whose employment relationship is governed by Article 54-bis of Decree Law No. 50/2017, conv. with mm. ii. by Law No. 96/2017);
- g) "**Public Disclosure**": making Violation Information (as defined below) in the public domain through print or electronic media or otherwise through means of diffusion capable of reaching a large number of people;
- h) "**Facilitator**": an individual who assists the Reporting Person (as defined below) in the Reporting (as defined below) process, operating within the same Work context and whose assistance must be kept confidential;
- i) "**Martinelli Ginetto Group**": (also just the "**Group**") the following companies as a whole: Martinelli Ginetto S.p.A. (P.IVA 03403660164), Satta & Bottelli S.r.l. (VAT 01773200249), Nord Filati S.r.l. (VAT 02517850166), Wykt S.r.l. (VAT 03096110162), Lyontex S.r.l. (VAT 01632660161);
- j) "**Violation Information**": information, including well-founded suspicions, regarding Violations committed or which, on the basis of concrete elements, could be committed in the Group company or companies with which the Reporting Person or the person making the Public Disclosure or the complaint to the judicial or accounting authority has a legal relationship pursuant to Article 3, paragraph 3, of Legislative Decree 24/2023, and of which he/she has become aware within his/her Work context, as well as elements regarding conduct aimed at concealing such Violations;
- k) "**Whistleblowing Logbook**": a file intended for the collection of Whistleblowing Reports, the creation, drafting and storage of which is the responsibility of the Whistleblowing Committee and/or any other body that holds the burden of handling Whistleblowing Reports. Although no specific form is required for the purpose of validity, the Whistleblowing Logbook must ensure the confidentiality of the information contained therein and its proper preservation;
- l) "**Governing structures**": the Board of Directors and, where applicable, the Board of Auditors;
- m) "**Personnel**": all individuals who are, even if only temporarily, in working relationships with Group companies, although they do not have the status of Employees (such as volunteers, trainees, whether paid or unpaid), those hired during the probationary period, as well as those who do not yet have a legal relationship with Group companies or whose relationship has ended if, respectively, the Violation Information was acquired during the selection process or other pre-contractual stages or during the course of the working relationship²;
- n) "**Reporting Person**" or "**Whistleblower**": the individual who makes the Reporting and/or Public Disclosure of Information about Violations acquired as part of his or her Work context;
- o) "**Person Involved**": the individual or legal entity mentioned in the Internal or External Reporting or Public

relationships governed by Title III of Book V of the Civil Code, including the work contracts referred to in Article 2222 of the same Civil Code; commercial representation relationships and other collaborative relationships that result in the provision of continuous and coordinated work, predominantly personal, even if not of a subordinate nature (by way of example, lawyers, engineers, social workers who provide their work for a private sector entity by organizing it independently).

² For the purposes of the *whistleblowing* legislation, the protection under Legislative Decree 24/2023 also applies in the following cases: when the employment or collaboration relationship has not yet begun, if the Information about violations was acquired during the selection process or other pre-contractual stages; during the probationary period; after the termination of the legal relationship if the Information about violations was acquired during the course of the relationship.

Disclosure as a person to whom the Violation is attributed or as a person otherwise implicated in the reported or publicly disclosed Violation;

- p) **"Platform"**: IntegrityLog, a whistleblowing software, compliant with the EU directive, adopted by Martinelli Ginetto Group to manage the Internal Reporting channel;
- q) **"Feedback"**: communication to the Reporting Person of information regarding the follow-up that is given or intended to be given to the Report;
- r) **"Retaliation"**: any conduct, act or omission, even if only attempted or threatened, put in place by reason of the Reporting, the complaints to the judicial or accounting authorities or the Public Disclosure and which causes or may cause to the Reporting Person, the other persons indicated in point 9.1 (*bullet points a, b, c and d*) or the person who made the Report, directly or indirectly, unjust damage. By way of example, the cases referred to in Article 17 of Legislative Decree 24/2023³ constitute Retaliation;
- s) **"Reporting" or "Report"**: the written or oral communication of Information about violations as per Legislative Decree 24/2023;
- t) **"External Reporting"**: the communication, written or oral, of the Violation Information referred to in Legislative Decree 24/2023, submitted through the External Reporting channel;
- u) **"Internal Reporting"**: the communication, written or oral, of the Violations Information referred to in Legislative Decree 24/23, submitted through the Internal Reporting channel;
- v) **"Follow-up"**: the action taken by the Whistleblowing Committee to assess the existence of the reported facts, the outcome of the investigation, and any measures taken;
- w) **"Disciplinary System"**: the set of sanction measures applicable in case of founded Information on the reported Violations;
- x) **"Violations"**: conduct, acts or omissions that harm the public interest or integrity of the private entity and consist of:
- i. Violations of European regulations. These are:
 - unlawful acts committed in violation of the EU legislation listed in Annex 1 to Legislative Decree no. 24/2023 and all national provisions implementing it (although these are not expressly listed in the aforementioned Annex: offenses related to public contracts; services, products and financial markets and prevention of money laundering and financing of terrorism; product safety and compliance; transportation 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 networks and information systems (by way of example the so-called "environmental crimes" such as, discharge, emission or other release of hazardous materials into the air, soil or water or unlawful collection, transportation, recovery or disposal of hazardous waste);
 - acts or omissions detrimental to the financial interests of the European Union (Art. 325 TFEU fight against fraud and illegal activities detrimental to the financial interests of the

³ By way of example (a) dismissal, suspension or equivalent measures; (b) demotion in grade or non-promotion; (c) change of duties, change of place of work, reduction of salary, change of working hours; (d) suspension of training or any restriction on access to training; (e) negative merit notes or negative references (f) the adoption of disciplinary measures or any other sanction, including a fine; (g) coercion, intimidation, harassment or ostracism; (h) discrimination or otherwise unfavourable treatment; (i) the failure to convert a fixed-term employment contract into an open-ended employment contract, where the employee had a legitimate expectation of such conversion; (l) the non-renewal or early termination of a fixed-term employment contract; (m) damage, including to a person's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunities and loss of income; (n) improper listing on the basis of a formal or informal sector or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future; (o) early termination or cancellation of a contract for the provision of goods or services; (p) cancellation of a license or permit; (q) a request to undergo psychiatric or medical examinations.

EU) as identified in EU regulations, directives, decisions, recommendations, and opinions (by way of example fraud, corruption and any other illegal activities related to EU expenditures);

- acts or omissions relating to the internal market that impair the free movement of goods, persons, services and capital (Article 26(2) TFEU). This includes violations of EU competition and state aid rules, corporate tax, and mechanisms whose purpose is to obtain a tax advantage that frustrates the object or purpose of the applicable corporate tax law;
- acts or conduct that frustrate the object or purpose of the provisions of the European Union in the areas indicated in the previous points. This includes, for example, abusive practices as defined by the case law of the Court of Justice of the European Union (by way of example, an enterprise operating in a dominant market position).

5. THE REPORTS REGULATED BY THIS PROCEDURE

This procedure regulates the Reporting of Violations Information, which may relate to:

- i. information, including well-founded suspicions, regarding Violations committed, of which the Reporter has become aware in the Work context;
- ii. information, including well-founded suspicions, regarding Violations that, on the basis of concrete evidence, could be committed and of which the Reporter has become aware in the Work context;
- iii. elements regarding conduct aimed at concealing such Violations.

On the other hand, Violation Information does not include news that is patently unfounded, information that is already totally in the public domain, as well as information acquired only on the basis of indiscretions or rumors that are scarcely reliable (so-called "*rumors*," as defined by the ANAC Guidelines approved by Resolution No. 311 of July 12, 2023).

Instead, this procedure does not refer to:

- i. commercial communications;
- ii. information of a merely deleterious nature that does not pertain to the Violations referred to in Legislative Decree 24/2023;
- iii. disputes, claims or demands related to an individual interest of the Reporting Person or the Person Involved that pertain exclusively to his or her individual working relationships, or inherent in his or her working relationships with hierarchically subordinate figures⁴.

6. SCOPE

This document applies in the Martinelli Ginetto Group to the Addressee, all as identified above in the Section 4 "*Definitions*".

In general, the Group urges its employees to resolve any labour disputes, whenever possible, through dialogue, including informal dialogue, with their colleagues and/or direct supervisor.

This is without prejudice to the application of the provisions regarding the exercise of the right of employees to consult their representatives, as well as protection against unlawful conduct or acts carried out as a result of such consultations.

⁴ This procedure also does not apply to reports: (i) of Violations where they are already mandatorily regulated by the European Union or national acts indicated in Part II of the Annex to D. Lgs. 24/2023 or by national ones that constitute implementation of the acts of the European Union indicated in Part II of the Annex to Directive (EU) 2019/1937, although not indicated in Part II of the aforementioned Annex; and (ii) of Violations related to national security, as well as to procurement related to defense or national security aspects, unless such aspects are covered by the relevant secondary law of the European Union.

7. **REPORTING CHANNELS**⁵

7.1. **Internal Reporting**

Pursuant to the Italian law, Martinelli Ginetto Group companies activated a shared channel of Internal Reporting referred to in Legislative Decree 24/2023, which guarantees the confidentiality of the identity of the Reporting Person, the Person Involved and the person in any case mentioned in the Report, as well as the content of the Report and related documentation⁶.

Each company of the Martinelli Ginetto Group employed in the last year an average of no more than two hundred and forty-nine employees, with permanent or fixed-term employment contracts, and, as a result, they decided to access the option granted by Art. 4 c. 4 of Legislative Decree 24/2023 and share the Internal Reporting channel and its management.

The management of the Internal Reporting channel is entrusted to the Committee, as of today composed by:

- Dr. Balduzzi Daniela, from the Human Resources Department of the Martinelli Ginetto S.p.A. as Committee Chair;
- Ms. Bertasa Rossana, from the Human Resources Department of the Martinelli Ginetto S.p.A.;
- Eng. Manghetti Federica, from the QHSE Department of Satta & Bottelli S.r.l..

The members of the Committee have been duly appointed to do so, trained in the subject matter and authorized by the companies of the Group to the processing of personal data⁷ contained in Internal Reports. The Whistleblowing Committee as identified comply with the requirement of autonomy and independence, and may be provided with adequate budget where required.

Reports can be made through the following methods⁸:

- i. in writing, via IntegrityLog Platform, which can be accessed via the following link, <https://martinelliginettogroup.integrity.complylog.com/>;
- ii. orally by requesting a direct meeting with the Committee set within a reasonable period of time (at least 15 days). Subject to the consent of the Reporting Person, the Internal Reporting may be documented, by the Committee, either by recording on a device suitable for storage and listening or by drawing up an appropriate transcript record.

7.1.1. **Submission of Internal Reporting**

To make an Internal Report in written form, please do so via the IntegrityLog platform.

The fill-in fields provide the Reporting Person with a guided path, structured through a series of requests for supporting elements designed to clearly, precisely and circumstantially describe the situation that is the subject of the Report.

To make an Internal Report in oral form, please request a direct meeting with the Committee; such a meeting will be set no later than 15 days from the date of request.

Reports must be based on precise and concordant facts. The Reporting Person is requested to attach all documentation proving the reported facts.

⁵ Legislative Decree 24/2023 in addition to the Reporting or Disclosure channels indicated by this procedure provides in any case the possibility for the Person involved to make a complaint to the Judicial or Accounting Authority.

⁶ Confidentiality, in addition to the identity of the Whistleblower, is also guaranteed to any other information or element of the Report from the disclosure of which the identity of the Whistleblower can be inferred directly or indirectly.

⁷ Authorization is understood to be provided pursuant to Article 29 of Regulation (EU) 2016/679 and Article 2-*quaterdecies* of Legislative Decree 196/2003.

⁸ Internal Reports submitted to parties other than those referred to in this procedure will be forwarded, within 7 days, to the appropriate party, giving simultaneous notice of the transmission to the Reporting Person.

7.1.2. Receipt and analysis of Internal Report

Reports are handled by the Committee, which treats internal Reports received confidentially, adopting appropriate verification methods to protect the identity of the Reporting Person, of the Persons involved as well as the Violations Information received and any item subject to Reporting.

7.1.3. Preliminary verification

All Internal Reports received are subject to a preliminary check by the Committee in order to understand if it is provided with enough information to allow further investigations to be launched.

The Committee agrees to issue a Feedback to the Reporting Person within 7 days of receipt of the Internal Report.

The Committee diligently Follows-up⁹ on Reports received, maintaining interlocutions with the Reporting Person, from whom it requests information/supplements as necessary.

Upon completion of the preliminary review, the Committee may archive Internal Reports:

- i. which do not concern Violation provided in Section 4(x) of this procedure or which are not made by the Addressee¹⁰;
- ii. too generic;
- iii. not sufficiently detailed;
- iv. clearly unfounded.

In the inquiry and verification phase, the Committee:

- i. proceeds, if necessary, to the hearing of the Reporting Person or the acquisition of additional documents;
- ii. ensures the impartiality, fairness and accuracy of the analysis and evaluation of Internal Reporting;
- iii. ensures the confidentiality of the information collected and the confidentiality of the name of the Reporting Person, where provided; and
- iv. undertakes not to use Internal Reports beyond what is necessary to adequately Follow-up on them.

The Committee - without the express consent of the Reporting Person - may not disclose the identity of the Reporting Person and any other information from which such identity may be inferred, directly or indirectly, to persons other than (i) the Committee themselves, and (ii) those charged with putting in place any consequential activities¹¹ (persons expressly authorized to process such data under current regulations on privacy and processing of personal data).

7.1.3.1. Reports that do not pass preliminary verification

Internal Reports that do not pass the preliminary stage are archived by the Committee in a special logical space of the computer platform, including by means of encryption tools, or by means of a paper system that guarantees the confidentiality of the identity of the Reporting Person and in any case of the information and elements related to the Report, accessible only to the members of the Committee itself.

Confidentiality of such Reports is guaranteed through the following provisions¹²:

⁹ In the event of inability to meet the above deadlines due to facts not attributable to the Committee (E.g. illness, vacations, scheduled office closures...), the Committee will arrange for adequate notice to be given by posting on the Company notice board and e-mail communication to all Addressee.

¹⁰ In such cases, the Report may be handled according to the procedures already in place for such violations, where relevant, by notifying the Reporting Person.

¹¹ Including, but not limited to: the initiation of the disciplinary procedure, as well as corrective actions aimed at avoiding situations similar to those covered by the Report.

¹² It is hereby declared that a specific impact assessment has been carried out regarding the risks to the rights and freedoms of the Reporting Person with reference to the processing of their personal data, and that the logical-legal and technical tools

- i. automatic archiving of Reports carried out by the Platform;
- ii. creation of a shared folder with access subject to a password and limited to Committee members only;
- iii. non-traceability of the Reporting Person at the time the connection to the internal reporting channels is established (on the IT platform or in the network equipment - such as corporate pc, internet connection, etc.);
- iv. storage in a cabinet closed by padlock with a numerical combination in the exclusive possession of the members of the Committee and located at the offices of the headquarters at Via Agro del Castello, 38 - 24020 Casnigo (BG), of written minutes produced in the event of oral Internal Report.

In any case, Internal Reports that do not pass the preliminary stage are accounted for in the Whistleblowing Logbook.

The Committee records the Internal Report and the activities carried out as a result of its receipt in the Whistleblowing Logbook always ensuring the confidentiality of the identity of the Reporting Person and the Persons involved as well as additional information received. The Whistleblowing Logbook is kept by the Committee itself and made accessible only to those authorized by Group companies.

The Committee shall provide Feedback to the Reporting Person within a reasonable timeframe (and, in any case, within 3 months from the date of the Notice of Receipt of the Report) about the failure to pass the preliminary stage. This, without prejudice to any further subsequent action by Group companies regarding the reasons for failure.

This is without prejudice to the provisions of point 8 below with reference to (i) Reports that prove to be unfounded made with malice or serious misconduct; (ii) Internal Reports that are manifestly opportunistic and/or unfounded and/or made for the sole purpose of harming the Whistleblower or other parties and any other hypothesis of improper use or intentional instrumentalization of the Martinelli Ginetto Group companies covered by this procedure, which may be a source of liability, in disciplinary and other competent venues.

Therefore, when criminal liability of the Reporting Person for the offenses of defamation or slander, or civil liability, in cases of malicious intent or gross negligence, is established, even by a judgment of first instance, the protections provided in this procedure are not guaranteed and a disciplinary sanction may be imposed on the Reporting Person (where applicable under the law)¹³.

7.1.3.2. Reports that pass preliminary verification

If the preliminary verification carried out by the Committee has established that the Internal Report, adequately substantiated and accompanied by evidence from which it was possible to deduce its justification, incorporates actionable conduct (even if only disciplinary), the Committee shall:

- a) give immediate and reasoned information (by means of an anonymized report) to the functions/organs in charge of the possible application of the sanctions and disciplinary system, referred to in point 8 "Sanctions and Disciplinary System", so that they can self-determine on the possible disciplinary action to be taken also in compliance with the principles of specificity, immediacy and immutability of the dispute if the Persons involved are Employees of the Group companies¹⁴. As part of their self-determination, these functions/bodies may carry out further investigations and verifications by requesting the support of the Committee, which remains the reporting Person's sole interlocutor and

described in this Procedure for the submission, management and storage of Reports have been found to be suitable to guarantee the confidentiality of the individuals involved as well as the correct and legitimate processing of personal data carried out within the framework of the Reports.

¹³ For further details in this regard, please refer to Article 8.2. of this procedure as well as Article 16 "Conditions for the protection of the reporting person" of Legislative Decree 24/2023.

¹⁴ In such circumstances, disciplinary measures are applied in compliance with the provisions of Article 7 "Disciplinary Sanctions" of Law 300 of 1970 (Workers' Statute) and the CCNL.

guarantees its confidentiality. Where, as a result of further investigation and verification such functions/bodies:

- i. deem the conduct to be irrelevant, they shall immediately notify the Committee so that the latter can archive the Report, noting it in the Whistleblowing Logbook (with punctual recording also of all activities carried out in this regard) always guaranteeing the confidentiality of the identity of the Reporting Person and the Persons involved;
- ii. deem the conduct to be relevant, they may proceed with appropriate action (including disciplinary action) in compliance with applicable regulations, including privacy laws.

b) Evaluate any other actions in compliance with current regulations¹⁵.

The Committee agrees to process internal Reports received within a reasonable time and to provide a Response¹⁶ on the matter (in the same manner as used by the Reporting Person or, if specified otherwise, in the manner chosen by the Reporting Person) to the Reporting Person within three months from the date of the Feedback or, in the absence of such Feedback, within three months from the expiration of the seven-day period beginning with the submission of the Report.

7.1.4.Special cases

7.1.4.1. Anonymous reporting

Anonymous Reports will also be considered as long as they are substantiated and have suitable and sufficient elements to pass the preliminary verification.

The Whistleblowing Committee will process and retain anonymous Reports in accordance with the general criteria for the retention of Reports described above, thus making it possible to trace the identity of the Whistleblower, in the event that the Whistleblower informs ANAC that he or she has suffered retaliatory measures as a result of that anonymous report or complaint.

If the Reporting Person was subsequently identified and retaliated against, the protection measures provided in case of Retaliation shall apply.

7.2.External Signaling

The Reporting Person may also submit an External Report to the National Anti-Corruption Authority. (ANAC) albeit only residually and, specifically, only when the following conditions are met:

- i. the shared Internal Reporting channel adopted by Group companies is not active or is active but does not comply with the requirements of Legislative Decree 24/2023;
- ii. the Internal Reporting submitted according to the terms of this procedure has not been followed up;
- iii. the Reporting Person has well-founded and substantiated reasons to believe that, if he or she made an internal Report, it would not be effectively followed up, or the same may result in the risk of Retaliation;
- iv. the Reporting Person has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest;
- v. if the case of conflict has not been regulated in this internal procedure, whether the Whistleblowing Committee handling the internal Whistleblowing Report has a conflict of interest with respect to a specific Whistleblowing Report (as, for example, a Whistleblower).

The External Reporting channel established by ANAC guarantees, in the same way as the aforementioned internal shared channel defined by the Group, the confidentiality of the identity of the Reporting Person, the

¹⁵ It is within the authority of the institution, if the conditions exist, to proceed with a complaint to the judicial authority.

¹⁶ The same may consist of notice of dismissal, initiation of an internal investigation and possibly its findings, steps taken to address the issue raised, referral to a competent authority for further investigation.

content of the Reporting, the Person involved, and any persons involved in the Reporting¹⁷.

External Reports are made in written form through the IT platform made available by ANAC on its website in the section dedicated to "*Whistleblowing*." Whistleblowing may also be carried out orally through telephone lines or voice messaging systems, or at the request of the Reporting Person, through a face-to-face meeting set within a reasonable period of time; the methods of access to these channels and the relevant instructions are specified by ANAC on its website.

7.3. Public Disclosure

The Reporting Person is also granted the opportunity to make a Public Disclosure if one of the following conditions is met:

- i. the Reporting Person has previously made an Internal and/or External Report and has not received feedback within the timeframe provided in this procedure regarding the measures planned or taken to follow up the Report;
- ii. the Reporting Person has probable cause to believe that the Violation may constitute an imminent or obvious danger to the public interest;
- iii. the Reporting Person has well-founded reason to believe that the External Reporting may involve the risk of Retaliation or may not be effectively followed up due to the specific circumstances of the particular case, such as those where evidence may be concealed or destroyed or where there is well-founded fear that the Reporting Person may be colluding with or involved in the Violator.

8. PENALTY AND DISCIPLINARY SYSTEM

In cases where, from the investigations carried out, the Violation Information subject to Internal Reporting is found to be well-founded, the body/function in charge of activating the Sanctions System of each of the companies may decide what type of sanction to impose on the individuals who committed the Violation.

The penalty shall be proportionate and graduated according to the seriousness of the act, in accordance with the regulations applicable from time to time.

The identity of the Reporting Person and any other information from which such identity may be inferred, directly or indirectly, may not be disclosed without his or her express consent¹⁸. The free, specific, unequivocal and informed consent of the Reporting Person shall be collected in writing and kept by the Committee in the documentation related to the Reporting.

Within the scope of disciplinary proceedings, the identity of the Reporting Person may not be disclosed, where the charge of the disciplinary charge is based on investigations separate and additional to the Report, even if consequent to it. Where the charge is based, in whole or in part, on the Report and the knowledge of the identity of the Reporting Person is indispensable for the defense of the accused, the Report will be usable for the purposes of disciplinary proceedings only in the presence of the Reporting Person's express consent to the disclosure of his or her identity: the Committee, where it has not already done so, shall therefore collect consent from the Reporting Person, informing the latter, by written communication, of the reasons on which the need to disclose his or her identity or other information from which it may potentially be inferred is based, in order to give full Follow-Up to the handling of the Report, i.e. for the purposes of the disciplinary proceedings, including for the defense of the Person involved.

¹⁷ Confidentiality is guaranteed even when the Report is made through channels other than those provided for by Legislative Decree 24/2023 or reaches personnel other than those in charge of processing Reports, to whom it is in any case transmitted without delay. The External Report submitted to a person other than ANAC is transmitted to ANAC, within 7 days from the date of its receipt, giving simultaneous notice of transmission to the Reporting Person.

¹⁸ This procedure also protects the identity of the Person involved and the persons mentioned in the Report until the conclusion of the proceedings initiated because of the Report, subject to the same guarantees provided in favour of the Reporting Person.

This procedure is without prejudice to the criminal and disciplinary liability of the Reporting Person in the event of libelous or defamatory Reporting under the Criminal Code and Article 2043 of the Civil Code or, otherwise, in bad faith.

The conduct of anyone who makes malicious or grossly negligent Reports that turn out to be unfounded is also sanctioned.

Any forms of abuse of this procedure, such as internal Reports that are manifestly opportunistic and/or unfounded and/or made for the sole purpose of harming the whistleblower or others, and any other hypothesis of improper use or intentional exploitation of the Group companies covered by this procedure, are a source of liability in disciplinary and other competent fora.

Therefore, when the criminal liability of the Reporting Person for the crimes of defamation or slander, or civil liability, in cases of malice or gross negligence, is ascertained, even by a first degree judgment, the protections provided in this procedure are not guaranteed and a disciplinary sanction may be imposed on the Reporting Person (where applicable under the law)¹⁹. Legislative Decree 24/2023 also provides that in such cases ANAC may apply an administrative sanction to the Reporting Person²⁰.

Finally, violations of the protection principles set forth in this Procedure or obstructing or attempting to obstruct Reports are sources of liability.

In any case, in order to ensure impartiality and avoid conflicts of interest, decisions about any disciplinary measures complaints or other actions to be taken are made by the Governing Structure, the relevant corporate organizational functions and, in any case, by individuals other than those who conducted the activities to ascertain the Report.

9. PROTECTIONS OF THE REPORTING PERSON AND ENFORCEMENT OF PROTECTIVE MEASURES

9.1. Prohibition of Retaliation

Any form of Retaliation is prohibited against the Reporting Person.

Pursuant to the law, the prohibition of Retaliation and, in any case, the protective measures normatively provided for in Legislative Decree 24/2023 in favour of the Reporting Person also apply:

- a) to the Facilitator;
- b) to persons in the same Work Context as the Reporting Person, the one who has made a complaint to the judicial or accounting authority, or the one who has made a Public Disclosure and who are related to them by a stable affective or kinship link within the fourth degree;
- c) to co-workers of the Reporting Person or the person who has filed a complaint with the judicial or accounting authorities or made a Public Disclosure, who work in the same Work context as the Reporting Person and who have a usual and current relationship with such a person;
- d) to entities/companies owned by the Reporting Person or the person who filed a complaint with the judicial or accounting authorities or made a Public Disclosure or for which the same persons work, as well as entities/companies that operate in the same Work context as the aforementioned persons.

The Reporting Person's reasons for Reporting or whistleblowing or Public Disclosure are irrelevant to his or her protection.

The conditions stipulated for protection also apply in cases of Reporting (Internal and/or External) or who filed a complaint with the judicial or accounting authority or Anonymous Public Disclosure, if the Reporting Person

¹⁹ For further details in this regard, please refer to Article 16, "Conditions for the Protection of the Personal reporter" of Legislative Decree 24/2023.

²⁰ Art. 21 paragraph 1 letter c) Legislative Decree 24/2023.

was subsequently identified and suffered Retaliation, as well as in cases of Reporting submitted to the relevant institutions, bodies and organs of the European Union, in accordance with the conditions set forth in this procedure (as well as Article 6 of Legislative Decree 24/2023).

9.2. Conditions for the application of protection from Retaliation

In accordance with the provisions of the ANAC Guidelines approved by Resolution No. 311 of July 12, 2023, the application of the protection regime against Retaliation provided by the Decree is subject to the following conditions and requirements:

- the Reporting Party reported, disclosed or made the Public Disclosure based on a reasonable belief that the reported, disclosed or reported Violation Information is true and within the objective scope of the Decree;
- Public Reporting or Disclosure was carried out in compliance with the regulations set forth in Legislative Decree 24/2023;
- a consequential relationship is required between Reporting / Disclosure and the Retaliation measures suffered.

Moreover, the Reporting Person loses the protections provided if it is determined:

- even by a judgment of first instance the criminal liability of the Reporting Person for the crimes of defamation or slander or where such crimes are committed by Disclosure or reporting to the judicial authority or accountant;
- civil liability for the same title for willful misconduct or gross negligence.

9.3. Limitations of liability under Article 20 of Legislative Decree 24/2023

Pursuant to the Italian law, a Reporting Person who discloses or disseminates Violations Information covered by the obligation of secrecy, other than that referred to in Article 1, Paragraph 3 of Leg. 24/2023²¹, or relating to the protection of copyright or the protection of personal data, or discloses or disseminates Violations Information that offend the reputation of the Person involved or reported, when, at the time of the disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the same information was necessary to reveal the Violation, and the Reporting (Internal and/or External), Public Disclosure or the report to the judicial or accounting authority was made in compliance with the provisions of Legislative Decree 24/2023. In such cases, any further liability, including civil or administrative liability, is also excluded.

Unless the act constitutes a criminal offence, Group companies or the Reporting Person do not incur any liability, including civil or administrative liability, for acquiring or accessing Violation Information.

In any case, criminal liability and any other liability, including civil or administrative liability, is not excluded for conduct, acts or omissions that are not related to the Reporting (Internal and/or External), reporting to the judicial or accounting authorities, or Public Disclosure or that are not strictly necessary to disclose the Violation.

10. STORAGE AND ARCHIVING AND PROCESSING OF PERSONAL DATA

The Committee is informed of any sanctions imposed against Internal and External Reports. The relevant corporate function files documentation pertaining to the sanctions and disciplinary process.

Therefore, the Committee shall archive the documentation related to the Internal Reporting, received through the Platform, and its investigation, in a special logical space that guarantees - with encryption tools - or in analog form the confidentiality of the identity of the Reporting Person and the elements of the Reporting, accessible only to the members of the Committee.

²¹ Article 1, paragraph 3 of Legislative Decree 24/2023 provides: "Without prejudice to the application of national or European Union provisions on: a) classified information; b) forensic and medical professional secrecy; c) secrecy of court deliberations."

Any paper documentation, as well as the Whistleblowing Logbook kept by the Internal Committee, must be kept by the Committee and made accessible only to those authorized by this procedure²².

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

However, the Committee may maintain a Register of Reports in which personal data on the Reporting Person, the Persons Involved, indicated as possible perpetrators of the unlawful conduct, as well as those who are in various capacities involved in the Internal Reporting²³ must be anonymized.

Any processing of personal data under this procedure must be carried out in accordance with EU Regulation 2016/679 (GDPR) and Legislative Decree June 30, 2003, 196 (as amended).

11. REPORTING

The Committee reports annually on the proper functioning of the internal reporting systems to the Board of Directors, reporting in its report aggregate information on the findings of its activities and the follow-up to Internal Reports received.

In preparing this statement, the Committee is required to comply with the provisions of the regulations on the protection of the identity of the Reporting Person and the applicable data protection regulations.

12. COMMITTEE RESOLUTIONS

The meeting of the Committee is valid if at least 2/3 of the members are present. Resolutions are passed by an affirmative vote of at least 2/3 of the members present; if there is a tie, the vote of the Committee Chair prevails. The Committee is convened by the Chair or one of the members and, specifically, by the one who has been notified of the receipt of the Report.

The summons should be made promptly, indicatively within a maximum of 3 days from the notice of receipt of the Report, and in any case within a timeframe to ensure the Feedback to the Reporting Person within 7 days.

The meeting may also be held by videoconference.

13. APPROVAL, ENTRY INTO FORCE AND TRANSMISSION OF THE PROCEDURE

This procedure was approved on 15/12/2023, after informing the Trade Unions and comes into effect on the same date. It is transmitted to the Addressee as follows:

- via e-mail to Addressee with company e-mail;
- posted on company bulletin boards in an easily accessible place;
- published on the company's information system (company website and Employee Portal, where applicable).

For matters not regulated herein, please refer to Legislative Decree 24/2023 as well as the other sources and

²² It is hereby declared that a specific impact assessment has been carried out regarding the risks to the rights and freedoms of the Reporting Person with reference to the processing of their personal data, and that the logical-legal and technical tools described in this Procedure for the submission, management and storage of Reports have been found to be suitable to guarantee the confidentiality of the individuals involved as well as the correct and legitimate processing of personal data carried out within the framework of the Reports.

²³ The storage of anonymized data does not violate the requirements of Article 12 Legislative Decree 24/2023 with regard to the retention time of personal data and complies with the requirements of Article 5(1)(e) of Regulation (EU) 2016/679.

practices indicated in Section 2.

For any further clarification, please see the ANAC guidelines: <https://www.anticorruzione.it/-/whistleblowing> or contact the Committee by email: daniela.balduzzi@martinelliginetto.group.it.