

WHISTLEBLOWING POLICY

Introduction

The European Union, with Directive 2019/1937, renewed the legislation regarding the protection of persons who report violations of Union law in order to create a minimum standard for the protection of whistleblowers' rights in all Member States. Italy implemented the European Directive with Legislative Decree No. 24 of 10 March 2023 (hereinafter the "Decree").

By adopting this Policy, the company GRUPPO PIAZZETTA S.p.a. (hereinafter, the "Company") intended to comply with the aforementioned regulatory requirements, as well as the guidelines provided in this regard by ANAC (Italian National Anti-Corruption Authority).

The objective pursued is to provide the whistleblower, i.e., the person who reports violations, with clear operational indications regarding the subject, contents, recipients and methods of transmission of reports.

The whistleblowing management process ensures the confidentiality of the whistleblower's identity from the time of receipt and in any contact after the receipt of the report. Pursuant to Article 5, Paragraph 1 (e) of the Decree, this policy therefore provides information on the channels, procedures and prerequisites for making internal and external reports.

1. Reporting parties

Reports may be made by the following individuals:

- a) employed workers, including workers who perform:
 - part-time, intermittent, fixed-term, supply, apprenticeship, ancillary work (whose employment relationship is regulated by Legislative Decree No. 81/2015);
 - occasional services (pursuant to Article 54-bis of Decree-Law No. 50/2017, converted by Law No. 96/2017);
- b) self-employed workers
 - with a work contract (art. 2222 Civil Code);
 - with freelance relationship (referred to in Article 409 of Civil Procedure Code), such as agency, commercial representation and other work relationships that result in the provision of continuous and coordinated work, predominantly personal, even if not of a subordinate nature;
 - with freelance relationships that result in the provision of exclusively personal, continuous work, the manner of performance of which is organized by the principal;
- c) collaborators who perform their work activities at entities that provide goods or services or perform works in favor of the Company;
- d) freelancers and consultants who work for the Company;
- e) volunteers and trainees, paid and unpaid, who perform their activities at the Company;
- f) the shareholder and persons with functions of administration, management, control, supervision or representation, even if these functions are exercised on a mere de facto basis at the Company (e.g., members of the Board of Directors or of the Supervisory Board).

The protection of whistleblowers (Art. 6 of this Policy) also applies if the report, complaint to the judicial or accounting authorities, or public disclosure of information occurs in the following cases:

- a) when the legal relationship described above has not yet begun, if information about violations was acquired during the selection process or other pre-contractual stages;
- b) during the probationary period;
- c) after the dissolution of the legal relationship if information on violations was acquired during the course of the relationship.

2. Subject of the report and excluded reports

The following reports may be made (Art. 3, Paragraph 2 (b), second sentence, Legislative Decree No. 24/2023):

- offences specified in Legislative Decree no.231/2001 (see point c below)
- violations of the Model (see point c below)
- European and national offences (see points a and b below)

More in detail, reports may concern:

(a) violations of national or European provisions that consist of offences relating to the following areas: public procurement; services, products and financial markets and prevention of money laundering and terrorist financing; 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 network and information system security;

(b) violations of European provisions consisting of: (i) acts or omissions affecting the financial interests of the Union; (ii) acts and omissions affecting the internal market; (iii) acts and conduct that frustrate the object or purpose of the provisions of Union acts in the areas mentioned above;

c) unlawful conduct relevant under Legislative Decree 231/2001 or violations of organizational and management models.

3. Reporting channels: internal, external, public disclosure

The Company has established an internal reporting channel that guarantees the confidentiality of the identity of the reporting person, the person involved and the persons in any case mentioned in the report, as well as the content of the report and related documentation.

It should be noted that the internal channel for *whistleblowing* reports must be used first.

Whistleblowing reports through the external channel, established and managed by ANAC¹, can be done only under certain conditions² and, public disclosure under even stricter conditions³, without prejudice to the possibility of making complaints to the judicial authorities.

¹ <https://www.anticorruzione.it/-/whistleblowing>

² Whistleblowers may use the **external channel (ANAC)** when:

- there is no provision within the work context for mandatory activation of the internal reporting channel or this channel, even if mandatory, is not active or, even if activated, does not comply with what is required by law;
- the reporting person has already made an internal report and it has not been followed up;
- the reporting person has well-founded reasons to believe that, if he or she made an internal report, the report would not be effectively followed up or that the same report could result in a risk of retaliation;
- the reporting person has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest.

³ Whistleblowers may directly make a **public disclosure** when:

- the reporting person has previously made an internal and external report or has directly made an external report and no response has been received within the prescribed time limit regarding the measures planned or taken to follow up the reports;
- the reporting person has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest;
- the reporting person has well-founded reasons to believe that the external report 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 a well-founded fear that the reporting person may be colluding with the violator or involved in the violation.

4. Content and mode of submission of whistleblowing reports

Whistleblowing reports can be made if the following conditions are met:

- when there is information, including well-founded suspicions, concerning violations committed or which, on the basis of concrete evidence, may be committed of national or European Union regulatory provisions that harm the public interest or the integrity of the Company, as well as concerning conduct aimed at concealing such violations
- and
- such information is learned, or suspicions have arisen, within the work context.

Reports cannot be taken into consideration if pertaining exclusively:

- to disputes, claims or requests related to an interest of a personal nature of the whistleblower;
- to the whistleblower's individual working relationships or collaboration with the Company, or with hierarchically higherranking individuals;
- to aspects of the reported person's private life, without any direct or indirect connection with the Company's business and/or professional activities.

In addition, reports are not allowed to be:

- pretextual, defamatory, slanderous or aimed exclusively at harming the reported person;
- relating to violations that the whistleblower knows to be unfounded.

Contents of the report

The report, **under penalty of inadmissibility**, must contain:

1. the **identifying data** of the whistleblower as well as an address to which subsequent updates should be communicated;
2. the **clear, complete and detailed description of the facts** being reported;
3. the **circumstances of time and place** in which the fact that is the subject of the report occurred and, therefore, a description of the facts that are the subject of the report, specifying the details relating to the circumstantial information and, where present, also the manner in which the facts that are the subject of the report came to light;
4. the **personal details** or other elements that enable the identification of the person(s) believed to be responsible for the reported facts;
5. an indication of **any other persons** who may report on the facts that are the subject of the report;
6. the indication of **any documents** that may confirm the substantiation of such facts;
7. **any other information** that may provide useful feedback about the existence of the reported facts;

Reporting modalities

Whistleblowing reports can be made in the following ways⁴:



through a request of the whistleblower to be made by regular mail for a direct meeting with the Human Resources Manager

⁴ In this regard, also in light of the ANAC Guidelines, it is clarified that the choice of the mode through which to make the report between written or oral is up to the whistleblower. For the company, on the other hand, **it is mandatory to establish both the written channel - analogue and/or computer - and the oral channel**, having to make both available to the whistleblower.

Thus, the alternation only concerns the written form: the company may decide whether to use an online platform or opt for paper mail.



through regular mail⁵ by placing the report in two sealed envelopes, including, in the first, the identifying data of the whistleblower, together with an identity document; in the second, the subject of the report; both envelopes should then be placed in a third envelope bearing, on the outside, the words "confidential to the reporting manager" and addressing it to: Human Resources Manager.

Anonymous reports

Anonymous reports, i.e., reports from which the identity of the reporter cannot be determined, will not be considered.

Transmission of the reports

Whistleblowing reports must be sent to the Head of Human Resources, in accordance with the reporting channel adopted.

Finally, it should be noted that the receipt of whistleblowing reports is suspended during the Company's closing period.

5. Handling of the report

This procedure regulates the process of receiving, analyzing and processing reports of unlawful conduct of which the whistleblower has become aware within the work environment.

As part of the management of the internal reporting channel, the report manager (hereinafter also referred to as the "manager" or "receiver") operates in the following ways:

Receiving of the report

In the event that the report was mistakenly transmitted/received to/from a person not appointed to receive it, and it is clear that it is a whistleblowing report, it shall be the obligation of the latter to give prompt evidence of its receipt to the report manager, in any case within 7 (seven) days of such receipt, simultaneously giving notice of such transmission to the whistleblower, without prejudice to all confidentiality obligations provided by this policy also on the part of the whistleblower (and consequent liability of the latter in the event of violation thereof).

The receiver shall issue the whistleblower with notice of receipt of the report within **seven days** from the date of receipt. The notice will be sent to the address indicated by the whistleblower and, if not indicated, the report will be archived. The Company will proceed with the archiving of reports received by regular mail through appropriate means to ensure confidentiality (e.g., within archives protected by security measures)].

Reports made orally - in the forms indicated in this Policy - subject to the consent of the whistleblower, shall be documented by the reporting manager by means of a written record.

In the case of a direct meeting with the whistleblower, a specific written record of the meeting will be drawn up, which will be signed by both the manager and the whistleblower and a copy of which will be provided to the latter.

Contacts with the whistleblower and additions to the report

The receiver maintains contacts with the whistleblower and may request additions, if necessary.

In the case of a report prepared following a meeting with the whistleblower, the whistleblower may verify, correct and confirm the report of the meeting by his or her signature.

Review of the report

The receiver follows up on the reports received, assessing the existence of the legitimacy of the reporting person and that the report falls within the scope of the rule; this is followed by an assessment of the circumstances of time and place in which the event occurred.

At the outcome of the preliminary verification:

- if the prerequisites are not met, the report is **archived**, with reasons given;
- if the prerequisites exist, the **preliminary investigation** is initiated.

Preliminary investigation

⁵ According to ANAC, both PEC and ordinary e-mail are not considered suitable modes.

The receiver ensures the proper functioning of the preliminary investigation through:

- the collection of documents and information;
- the involvement of external parties (in cases where it is necessary to use the technical assistance of third-party professionals) or other corporate functions, which are obliged to cooperate with the manager of the report;
- the hearing of any other internal/external parties where necessary.

The investigation is carried out in accordance with the following principles:

- necessary measures are taken to prevent the identification of the whistleblower and the persons involved;
- reviews are conducted by persons with the necessary training, and activities are properly tracked and archived;
- all persons involved in the assessment maintain the confidentiality of information received, unless otherwise provided by law;
- audits are conducted by ensuring that appropriate measures are taken for the collection, use, disclosure, and storage of personal information and by ensuring that the needs of the investigation are balanced with that of privacy protection;
- appropriate measures are ensured to manage any conflicts of interest if the report concerns the recipient.

Acknowledgement to the whistleblower

Within three months from the date of the acknowledgment of receipt or, in the absence of such an acknowledgment, within three months from the expiration of the seven-day period from the submission of the report, the recipient shall provide acknowledgement regarding the report, communicating either:

- **the archiving**, providing reasons for the decision, or
- the **substantiation** of the report and sending it to the competent internal bodies for follow-up, or
- the activity carried out and still to be carried out (in the case of reports that involve, for the purposes of verification, a more time-consuming investigation activity) and any measures taken (measures taken or referral to the competent Authority).

6. Protection of whistleblowers and their responsibility

Whistleblowers must not suffer any form of retaliation. In fact, the law provides that those who make the report cannot be sanctioned, demoted, dismissed, transferred or subjected to any other organizational measure that ends up having, directly or indirectly, negative effects on working conditions, or effects of discrimination or retaliation against them.

A person's motives for reporting or whistleblowing or public disclosure are irrelevant to his or her protection.

In the context of judicial or administrative proceedings, or even out-of-court proceedings involving the establishment of prohibited conduct toward whistleblowers, it is presumed that such conduct was put in place because of the whistleblowing, public disclosure, or complaint to the judicial or accounting authorities. The burden of proving that such conduct toward whistleblowers was motivated by reasons unrelated to the report, public disclosure or complaint remains on the person who engaged in it.

Moreover, the alleged discriminatory or retaliatory measures suffered must be reported to ANAC, which alone is entrusted with the task of ascertaining whether the retaliatory measure is consequent to the reporting of wrongdoing and applying, in the absence of proof by the Company that the measure taken is unrelated to the reporting, an administrative pecuniary sanction.

Processing of personal data. Confidentiality

All processing of personal data will be carried out in accordance with Regulation (EU) 2016/679, Legislative Decree No. 196 of 30 June 2003, and Articles 13 and 14 of the Decree; in addition, failure to comply with confidentiality obligations may result in disciplinary liability, without prejudice to any further liability provided for by law.

The information regarding the processing of personal data following whistleblowing reports is available at www.gruppopiazzetta.com under the Privacy Policy section.

Internal and external reports and related documentation shall be retained for as long as necessary for the processing of the report and in any case no longer than 5 years from the date of the communication of the final outcome of the whistleblowing procedure, in compliance with the obligations of confidentiality and protection of personal data.

Responsibilities of the whistleblower

The Company guarantees the whistleblower the right to be informed (within a reasonable time frame) about any reports involving him/her, guaranteeing the right to defense there where disciplinary measures are initiated against him/her.

This procedure is also without prejudice to the reporting party's criminal and disciplinary liability in the event of libelous or defamatory reporting under the Criminal Code and Article 2043 of the Civil Code.

Any forms of abuse of the whistleblowing reporting procedure, such as reports that are manifestly unfounded and/or made for the sole purpose of harming the reported person or other persons, and any other hypothesis of improper use or intentional exploitation of the procedure itself, are also a source of liability in disciplinary and other competent venues.

8. Effective Date and Amendments

This policy shall enter into force on 17/12/2023 . Upon its entry into force, all provisions previously adopted on the subject, in whatever form communicated, shall be considered repealed, if incompatible or dissimilar, as they are replaced by the present policy.

The Company will provide the necessary publicity and deliver a copy of the policy to each employee, through inclusion in the employee's personal file on the TeamSystems platform, which can also be consulted via APP.

All employees may propose, when deemed necessary, reasoned additions to this policy; proposals will be reviewed by the Company's General Management.

However, this policy remains subject to periodic review.

GRUPPO PIAZZETTA SPA
