



## **Montenegro S.r.l.**

**Procedure on the submission and handling of reports under the whistleblowing regulations**

## Table of Contents

|   |    |
|---|----|
| <b>1. Introduction</b> .....  | 3  |
| <b>2. Reference legislation</b> .....                               | 4  |
| <b>3. Persons who can report</b> .....                              | 5  |
| <b>4. Content of reports</b> .....                                  | 6  |
| <b>5. Reporting requirements</b> .....                              | 7  |
| <b>6. Recipients of reports</b> .....                               | 9  |
| <b>7. Method of reporting</b> .....                                 | 10 |
| <b>8. Handling of the report</b> .....                              | 13 |
| <b>9. Protection of the <i>whistleblower</i></b> .....              | 15 |
| <b>10. Responsibilities of the <i>whistleblower</i></b> .....       | 19 |
| <b>11. Penalty system</b> .....                                     | 20 |
| <b>12. Compliance with the procedure</b> .....                      | 22 |
| <b>13. Periodic update and communication of the procedure</b> ..... | 23 |



## 1. Introduction

Whistleblowing is the reporting system by which a person (also external to Montenegro - hereafter, the "**Company**"), operating on behalf of (or otherwise related to) the Company, can help bring to light risks and/or situations potentially prejudicial to the same Company.

The main purpose of whistleblowing is therefore to resolve or, if possible, to prevent any problems that might arise from an offence or irregularity (among those listed in the regulations in force) perpetrated in the performance of the Company's activities, allowing the related critical issues to be addressed quickly and with the necessary confidentiality.

It is understood that pursuing the objective of bringing to light critical issues or situations of wrongdoing of which one has become aware "*within the work context*" does not mean, nor does it presuppose, that the employee, collaborator or other reporting party is tacitly or implicitly authorized to carry out "investigative" actions, especially if improper or unlawful, to gather evidence of wrongdoing in the work environment.

The purpose of this procedure is therefore, also through operational indications, to formally regulate the process of sending, receiving, analyzing, processing and managing reports of unlawful conduct relevant under the applicable regulations, as well as the protections accorded to the reporter and the persons connected to him or her under the applicable legal and corporate regulations.

In addition, this document is an integral part (representing its Annex 1) of the Organization and Management Model pursuant to Legislative Decree No. 231/2001 adopted by the Company.



## 2. Reference legislation

The Law of November 30<sup>th</sup>, 2017, No. 179, on *“Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship”*, in regulating the system of protection for workers belonging to the public and private sector who report an offence of which they have become aware during their work, had added three new Paragraphs to Article 6 (Paragraph 2-bis, 2-ter and 2-quater) of the Legislative Decree No. 231/2001, introducing, also for the private sector, certain protections (e.g. prohibition of retaliatory or discriminatory acts for reasons related, directly or indirectly, to the report and protection of the confidentiality of the reporter, etc.) with respect to apical subjects and their subordinates who report unlawful conduct, relevant under Legislative Decree No. 231/2001 or violations of the Organization and Management Model (hereinafter, the **“Model”**), of which they have become aware by reason of their office.

Subsequently, in the Gazzetta Ufficiale No. 63 of March 15<sup>th</sup>, 2023, Legislative Decree No. 24 of March 10<sup>th</sup>, 2023 implementing Directive (EU) 2019/1937 on the protection of persons who report violations of Union law and national laws has been published; it has extended the objective and subjective scope (as set forth below) of application of the relevant legislation, as well as the scope of protection of the reporter and persons connected to him or her in relation to confidentiality obligations and prohibitions on retaliation. The Legislative Decree No. 24/2023 repeals Article 6 Paragraphs 2-ter and 2-quater of Legislative Decree No. 231/2001, as well as Article 3 of Law 179/2017.

The Legislative Decree No. 24/2023 brings together in a single regulatory text the entire discipline of reporting channels and protections afforded to whistleblowers in both the public and private sectors. The result is an organic and uniform discipline aimed at greater protection of the reporter (so-called whistleblower), in this way, the latter is more incentivized to make reports of wrongdoing within the limits and in the manner indicated in the Legislative Decree.

This procedure takes into account the provisions set forth in the current regulations, as well as the guidance and clarifications provided by the *“Guidelines on the Protection of Persons Reporting Violations of Union Law and Protection of Persons Reporting Violations of National Regulations. Procedures for the submission and handling of external reports”*, approved by Resolution No. 311 of July 12<sup>th</sup>, 2023 and applicable as of July 15<sup>th</sup>, 2023.

### 3. Persons who can report

The persons entitled to report and in whose favor the protections are provided by the current legislation (protection of confidentiality and prohibition of retaliation) are the following:

- employees;
- self-employed workers, freelancers and consultants who work for the Company;
- other service providers;
- volunteers and trainees (including unpaid ones) who perform their activities at the Company;
- shareholders;
- probationary employees and those who have not yet established a legal relationship with the Company and who have become aware of the violation as part of the selection process or in pre-contractual stages of the relationship;
- former employees who have become aware of the violation in the course of the employment relationship;
- persons with functions of administration, management, control, supervision or representation at the Company, even if these functions are exercised on a mere de facto basis.

The Legislative Decree No. 24/2023 defines the “*reporting person*” as: “*the natural person who makes a report or public disclosure of information about violations acquired in the course of his or her work context*”.

#### **4. Content of reports**

The following violations may be reported:

- any unlawful conduct that is relevant under Legislative Decree No. 231/2001, as well as any violation of the contents of the Model adopted by the Company and the behavioral protocols and related control principals formalized therein or the Montenegro Code of Ethics constituting an integral part of the Model itself;
- unlawful conduct that falls within the scope of application of European Union or national acts relating to the following areas: (i) public procurement; (ii) services, products and financial markets and prevention of money laundering and financing of terrorism; (iii) product safety and compliance; (iv) transportation safety; (v) environmental protection; (vi) radiation protection and nuclear safety; (vii) food and feed safety and animal health and welfare; (viii) public health; (ix) consumer protection; (x) privacy and personal data protection and security of networks and information systems;
- acts or omissions affecting the financial interests of the European Union pursuant to Article 325 of the Treaty on the Functioning of the European Union (TFEU); acts or omissions affecting the internal market referred to in Article 26(2) TFEU, including violations of EU competition and state aid rules, as well as violations affecting the internal market related to acts that violate tax rules;
- acts or conduct that frustrate the object or purpose of the provisions set forth in the acts of the European Union in the areas indicated in the above points.

They are listed below some examples of conducts that can be reported according to this whistleblowing procedure:

- 1) bribery or attempted bribery of a public official during an inspection within the Company;
- 2) hiring of an employee that is not necessary and inspired by the desire to provide a benefit to a Public Official;
- 3) consultancy assigned without justification to the same person and inspired by the desire to provide some benefit to that consultant or to a person linked to this latter;
- 4) incorrect application of health and safety regulations at work;
- 5) irregularities in the process of drawing up the financial statements or in calculating taxes due or in their payment;
- 6) violation of environmental protection legislation;
- 7) registration and payment of invoices for services that do not exist in whole or in part.

## 5. Reporting requirements

The violations subject to reporting provided for in Paragraph 4 above to detect must be known within the work context and must be potentially capable of harming the integrity of the Company or the public interest or the integrity of the public administration.

The reporter doesn't need to be certain that the reported violation has actually occurred, but it is sufficient that the reporter has a well-founded suspicion, based on concrete factual elements, that the reported violation could be committed within the organization.

On the other hand, reports having to do with matters of a personal nature of the reporter or the reported person (unless they are matters that have a company-wide impact), claims or instances pertaining to the discipline of the employment relationship or relations with the supervisor or colleagues, are not worthy of protection as well as unsubstantiated reports that do not allow the identification of factual elements reasonably sufficient to initiate an investigation or reports based on mere suspicions or rumors or made for the purpose of harming or causing prejudice to the person(s) reported or to the entity.

The person making the report must provide all the useful and necessary elements to enable the recipient to conduct an adequate investigation by proceeding to the appropriate checks and investigations in order to assess the admissibility and merits of the report. The report must contain the following elements:

- **generality of the reporting person** with an indication of the position held and/or the function/activity carried out within the Company (generality that will be kept confidential by the recipient of the report);
- **a clear and complete description of the precise and concordant facts** that are the subject of the report that constitute or may constitute an offence relevant for the purposes of the Legislative Decree No. 231/2001 and/or a violation of the Model, or any other report concerning violations (of national or European law) of which the reporter has become aware in the context of the work environment;
- **if known, the circumstances of time and place** in which the reported facts were committed;
- **if known, the particulars or other elements** that enable identification of the person and/or the persons who have carried out the reported facts (e.g., title held and area in which he/she carries out the activity);
- **indication of any other persons who can report on the reported facts;**
- **indication of any documents that may confirm the substantiation of the facts being reported;**



- **any other information** that may provide useful feedback regarding the existence of the facts being reported and in general any other information or documents that may be useful in understanding the facts being reported.

For the purposes of this procedure, *“clear and complete description of the facts”* means the precise, detailed, aseptic and orderly enunciation of the circumstances that integrate or could integrate, on the basis of the assessment of concrete factual elements, a relevant violation pursuant to Legislative Decree No. 24/2023. The report must contain all information and any documentation useful for its handling by the recipient known to the reporter within the work context. The facts being reported must be, where possible, contextualized through the indication of the place, the date including the time and all indications aimed at identifying the subject author of the facts being reported including generalities, personal details, qualifications held, areas of activity.

Without prejudice to the fact that, in the event that the whistleblower chooses not to indicate his or her personal details, the report itself will be qualified and treated in the same way as an ordinary report; therefore, the whistleblower will not be assured of the enhanced protection measures provided for in the current whistleblowing regulations. Where the whistleblower is subsequently identified and the whistleblower has suffered retaliation directly or indirectly related to the report, the aforementioned enhanced protection measures under Legislative Decree No. 24/2023 would be applicable in favor of the whistleblower.

The recipient, as part of the investigation, if appropriate, may request from the reporter any additional documentation it deems appropriate or necessary to accompany the report.





## 6. Recipients of reports

The Article 4 Paragraph 2 of Legislative Decree No. 24/2023 stipulates that: *“The management of the reporting channel shall be entrusted to a dedicated autonomous internal person or office with specifically trained personnel for the management of the reporting channel, or it shall be entrusted to an external entity, also autonomous and with specifically trained personnel”*.

Therefore, the regulations do not identify the person in charge of receiving and managing whistleblowing reports, leaving it up to the entity to identify the person/office in charge; in this regard, the Company has identified an ad hoc committee for the purpose of receiving and managing whistleblowing reports.

The aforementioned committee (hereinafter referred to as the **“Whistleblowing Committee”** or **“Recipient”**) is composed of the following internal functions of the Company (all of whom are suitably trained to handle whistleblowing): the Legal Affairs Manager, the Total Reward & HR Services Manager, and the Director Administration, Finance & Control.

Reports sent to different parties may not be treated in the same way as this procedure given the exclusive competence of the Whistleblowing Committee as identified herein to receive the reports covered by this procedure.

The Recipient shall ensure the confidentiality of the information contained in the reports and protect the identity of the whistleblowers by acting in such a way as to guarantee them against any form of retaliation for reasons related, directly or indirectly, to the reports.

## 7. Method of reporting

Article 4 of Legislative Decree No. 24/2023 provides for the establishment of special internal channels by the Company for the transmission of reports that guarantee the confidentiality of the identity of the reporting person, the person involved and all persons in any case mentioned in the report, as well as the content of the report and its supporting documentation.

The Company, in order to facilitate the sending and receiving of reports, sets up the following alternative reporting channels:

- **dedicated computer application**: the report is transmitted through a special computer platform [**SafeSpace portal - (Whistleblowing)**], which ensures the confidentiality of the communications and their acceptance. Should the report be made through the aforementioned IT tool, the identity data of the reporter will be separated from the content of the report and stored separately from it by adopting a cryptographic system. The identity of the whistleblower may be retrieved, through a special procedure, in cases where this is necessary to comply with legal obligations. The aforementioned “whistleblowing” platform allows the report to be sent to the Recipient and thus simultaneously to all members of the Whistleblowing Committee set up for whistleblowing purposes, who will also be able to view the status of the report through a dedicated dashboard;
- **postal service**: the report must be placed in two sealed envelopes, the first with the identification data of the reporter together with a photocopy of the identification document; the second bearing the contents of the report. Both must then be placed in a third sealed envelope marked “confidential” (e.g., “**confidential to the Whistleblowing Committee**”) addressed to the Company's registered office;
- **dedicated telephone lines**: the report is forwarded to the following telephone contact: +39 327 9840921. In such cases, a voicemail message may be sent describing the circumstance being reported, or, through such telephone contact, a request is made to schedule an in-person meeting with the Whistleblowing Committee within a reasonable time.

The use of the dedicated IT platform is allowed to employees, consultants and collaborators, as well as individuals with administrative, management, control, supervisory or representative functions at the Company, even if these functions are exercised on a de facto basis, and, in general, to all those who have an e-mail address in the Company's domain.



On the contrary, the ordinary postal mail is the reporting channel that can be used by the totality of the subjects entitled to report listed in Paragraph 3 of this procedure, as well as being the sole channel that allows reporting anonymously.

The mode of communication transmission via a dedicated telephone line can be used by anyone among the persons indicated in Paragraph 3 above of this procedure.

The whistleblower may also communicate with the Whistleblowing Committee by sending an e-mail to the e-mail address managed by the Committee ([Comitatowhistleblowing.gruppomontenegro@montenegro.it](mailto:Comitatowhistleblowing.gruppomontenegro@montenegro.it)), however, in this case the reports will be qualified and treated as ordinary reports and therefore not subject to the regulations pursuant to Legislative Decree No 24/2023 and in particular to the enhanced protection measures put in place to protection of the reporter.

The internal channels established by the Company to make the report are in accordance with the indications provided by the practice developed in this area, as well as the internal organization of the Company itself.

\*\*\*\*

It is understood that, in the hypothesis of reports that concern violations (of national or European law) that consist of offenses concerning the sectors referred to in the Annex to Legislative Decree No. 24/2023 or that harm the financial interests of the European Union or concerning the internal market or that frustrate the object or purpose of the acts of the European Union, the so-called external channel (as activated by the National Anticorruption Authority) may also be used for the purposes of the same report if one of the following conditions occurs:

- the internal reporting channel is not active or, even if activated, does not comply with the applicable regulations;
- the reporting person has already made an internal report and it has not been followed up;
- the reporting person has well-founded reason to believe that, if he or she made an internal report, it would not be effectively followed up or that the same report might result in the 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.

The aforementioned external reporting channel established by ANAC is managed in accordance with the provisions of the "Regulations for the management of external reports



and exercise of Anac's sanctioning power"-approved by the Authority's own resolution No. 301 of July 12, 2023.



## **8. Handling of the report**

The Whistleblowing Committee receives and handles the report in accordance with the principles of impartiality and confidentiality, as well as in compliance with labor and privacy laws; the Whistleblowing Committee, as the person in charge of the verification and management of the report, may proceed with any activity deemed appropriate in order to, among other things:

- assess the seriousness of the offenses, violations and irregularities reported and to hypothesize their potential prejudicial consequences;
- identify the activities to be carried out to ascertain whether the reported offenses, violations and irregularities have actually been committed;
- carry out the activities to ascertain whether the wrongdoing and/or irregularity has actually been committed, considering, for example, whether to:
  - summoning the reporter to obtain further clarification;
  - summoning the individuals indicated in the report as persons informed about the facts;
  - acquire useful documentation or take steps to be able to find and acquire it;
  - summoning, when deemed appropriate, the person indicated in the report as the author of the irregularity (reported);
- identify, where necessary, the steps to be taken immediately in order to reduce the risk of occurrence of prejudicial events or events similar to those reported, verified or ascertained.

The procedure for investigating the report is as follows:

### First preliminary investigation

Upon receipt of the report, as a preliminary step, the Whistleblowing Committee conducts an initial preliminary investigation of a summary nature in order to assess the merits and relevance of the report received.

The Whistleblowing Committee shall issue the reporting person with an acknowledgement of receipt of the report within seven days from the date of receipt.

### Second investigation



If at the outcome of the aforementioned assessment the report, in the opinion of the Whistleblowing Committee, appears to be irrelevant and/or unfounded, the Whistleblowing Committee shall proceed to file it, giving adequate reasons.

On the contrary, if it is ascertained that the report is well-founded and/or relevant pursuant to Legislative Decree No. 24/2023, the Whistleblowing Committee proceeds to initiate the second, more in-depth investigation, which it may carry out independently or by availing itself of subjects internal to the company or external consultants.

Only the contents of the report itself will be communicated to these auxiliary subjects of the report manager. In fact, such individuals will not be made aware of the identification data of the individuals involved in the report if such information does not turn out to be necessary for the performance of the activity of assisting the Whistleblowing Committee in its investigative activity.

In any case, all persons involved in the investigation are required to comply with the confidentiality obligations set forth in the applicable regulations and in this procedure in Section 9 below.

The Whistleblowing Committee is required to diligently follow up the report and provide feedback no later than three months from the date of the notice of receipt or, in the absence of such notice, no later than three months from the expiration of the seven-day period from the submission of the report.

The Whistleblowing Committee's determinations regarding the outcome of the investigation must always be justified in writing.

At any stage of the investigation, the Whistleblowing Committee may interview the whistleblower and request, where necessary, additional information or documentation.

The Recipient shall ensure the preparation of a report, at least annually, on all reports received, the outcomes of verifications related to such reports as well as cases of filing, without prejudice to the confidentiality obligations mentioned above. This report is sent to the corporate bodies and the Company's Supervisory Board.

In any case, the Whistleblowing Committee, upon the outcome of the investigation, shall do the following:

- a) communicate the outcome of the investigation to the corporate bodies for the purpose of taking any necessary measures;



- b) communicate the outcome of the assessment to the head of the area where the perpetrator of the offence, violation or irregularity ascertained is employed;
- c) submit, where appropriate, complaint or denunciation to the competent Authority, where mandatory under current and applicable regulations. In this case, it will no longer be possible to guarantee the requirement of confidentiality and the reporter may assume the role of witness and/or person informed about the facts.

In order to ensure the proper management and traceability of reports and the related investigative activity, the Recipient shall archive for at least the time stipulated by the applicable legal regulations and company policies, including those on privacy, as well as in compliance with security and confidentiality standards, in any case not exceeding five years, all documentation relating to the report received, its management and outcome (e-mails, communications, expert opinions, minutes, attached documentation, etc.).

As for the handling of anonymous reports, as outlined above, these are qualified in the same way as ordinary reports and therefore the above-described procedure for handling the report will not apply.

In such cases, if the report has clear, precise and concordant content, it will be instructed by the Recipient, who will assess the steps to be taken at the outcome of conducting the in-depth investigations it deems appropriate.

## **9. Protection of the *whistleblower***

### *Duty of confidentiality*

Information on reported violations may not be used beyond what is necessary to follow up on them and, in any case, may not be kept beyond five years.

The identity of the whistleblower or those who assisted/facilitated the whistleblower, colleagues, relatives or any person related to the whistleblower, and any other information from which such identities may be inferred directly or indirectly, may under no circumstances be disclosed, except with the whistleblower's written consent, to persons other than those competent to receive or follow up the report.

The said data or information shall be protected at every stage of the processing of the report.

As part of the reporting management activity, personal data must be processed in accordance with the provisions contained in Regulation (EU) 2016/679 ("GDPR"), Legislative Decree No. 196/2003 ("*Personal Data Protection Code*"), as well as Legislative Decree No. 51/2018



*(“Implementation of Directive (EU) 2016/680 of the European Parliament and of the Council of April 27<sup>th</sup>, 2016 on the protection of individuals with regard to the processing of personal data by competent authorities for the purposes of prevention, investigation, detection and prosecution of criminal offences or the execution of criminal penalties, and the free movement of such data, and repealing Council Framework Decision 2008/977/JHA”).*

Violation of the above obligation of confidentiality may also be a source of liability in accordance with the provisions of the system of sanctions set forth in Paragraph 11 below of this procedure, without prejudice to other forms of liability provided for in the current legal system.

With specific reference to the obligation of confidentiality, a cause of exclusion of liability of a civil, criminal and administrative nature applies in favor of the person responsible in the event that he or she has disclosed or disseminated (in the absence of the aforementioned express authorization) information on violations covered by the obligation of secrecy or relating to the protection of copyright or the protection of personal data, or has disclosed or disseminated information on violations that offend the reputation of the person involved, if at the time of the disclosure or dissemination, there were reasonable grounds for believing that such disclosure was necessary to disclose the violation and did not overstep this purpose.

The operation of the aforementioned ground for exclusion of liability is excluded in cases where the unauthorized disclosure or dissemination of the following categories of information is made: (i) classified information; (ii) forensic or medical professional secrecy; and (iii) secrecy of the deliberations of judicial bodies.

In the context of disciplinary proceedings, the identity of the whistleblower may not be disclosed, if the allegation of the disciplinary charge is based on investigations that are separate and additional to the report and even if consequent to the report, unless the whistleblower expressly consents to the disclosure of his or her identity.

Also, within the framework of criminal proceedings, the identity of the reporter is covered by secrecy in the manner and within the limits set forth in Article 329 of the Code of Criminal Procedure; within the framework of proceedings before the Court of Auditors, the identity of the reporter may not be revealed until the close of the preliminary investigation phase.

Except for cases in which, once the preliminary investigation has been carried out, a liability for slander or defamation can be configured in accordance with the Criminal Code or Article 2043 of the Civil Code and of the hypotheses in which the confidentiality of personal details cannot be enforced by law (e.g., criminal, tax or administrative investigations, inspections by control bodies), the identity of the reporter is protected at every stage of the processing of the





report. Therefore, subject to the above exceptions, the identity of the reporter cannot be disclosed without the reporter's express written consent, and all those who receive or are involved in the processing of the report are required to protect the confidentiality of that information.

#### *Prohibition of retaliation*

The whistleblower or those who assisted/facilitated the whistleblower in reporting (so called. facilitators), colleagues and persons in the same work context, relatives or any person related to him/her, by way of example but not limited to, according to this procedure, may not be sanctioned, dismissed, demoted, revoked, replaced, transferred or subjected to any measure that adversely affects employment contracts for reasons related, directly or indirectly, to the whistleblowing or reporting, as well as being subjected to a series of other serious afflictive conducts, such as being required to undergo medical or psychiatric examinations and discriminatory actions from which economic or financial prejudice also results in terms of loss of income or opportunity.

The following conducts are also prohibited with respect to the above-mentioned protected persons: (i) obstruction of reporting; (ii) violations of the obligation of confidentiality; (iii) failure to establish reporting channels; (iv) failure to adopt procedures for making and handling reports; (v) adoption of procedures that do not comply with those provided for; and (vi) failure to verify and analyze reports received.

With reference to the aforementioned prohibited conduct, the protected person and the trade union organization indicated by the same, if they believe that the same has suffered or is suffering a retaliatory measure, shall provide detailed notice of the discrimination that has occurred to the Whistleblowing Committee so that it can assess its justification.

In the event that the Whistleblowing Committee deems the retaliation to be integrated, it assesses - with the assistance of the managers/heads of the areas involved/these - the possible courses of action to be taken by the competent bodies and/or functions of the entity to restore the situation of regularity and/or to remedy the negative effects of the retaliation.

The retaliatory or discriminatory dismissal of the whistleblower is in any case null and void, pursuant to Article 2103 of the Civil Code, and it is the employer's burden, in the event of disputes related to the imposition of disciplinary sanctions or the aforementioned retaliatory measures following the submission of the report, to prove that such measures are based on reasons unrelated to the report itself.



The violation of the above prohibition of retaliation may also be a source of liability in accordance with the provisions of the sanctions system set forth in Section 11 below of this procedure, without prejudice to additional forms of liability provided for by the current legal system.

In addition to the aforementioned disciplinary sanctions, ANAC may always impose administrative pecuniary sanctions, as well as in the case of failure to establish reporting channels or failure to adopt appropriate procedures for the making and management of reports, against the person responsible for violations, as the person identified by the relevant legislation, including for the private sector, competent to receive complaints in relation to retaliatory or discriminatory behavior against the reporter, as well as to conduct the investigation in relation to the complaints received at the outcome of which it may impose the relevant sanctions.

#### **10. Responsibilities of the *whistleblower***

The reporter is aware of the responsibilities and the civil and criminal consequences provided for in case of false statements and/or the formation or use of false documents. In case of abuse or falsity of the report, any possible liability of the reporter for slander, defamation, ideological misrepresentation, moral damage or other civil or criminal damage therefore remains unaffected. The Company and the person reported are in fact legitimized, respectively, to act to protect the correctness of behavior in the company and its own reputation.

If, moreover, as a result of internal audits, the report turns out to be without foundation and/or relevance, investigations will be carried out on the existence of gross negligence or malice regarding the undue report and, consequently, if so, disciplinary actions and/or complaints, including criminal ones, will be taken against the reporter unless the latter produces further elements to support his report.

In particular, in the event of abuse or falsity of the report, with malice or gross negligence on the part of the reporter, any liability of the reporter for slander, defamation, ideological falsehood, moral damage or other civil or criminal damage remains unaffected.

When the criminal liability of the reporting person for the crimes of defamation or slander, or in any case for the same crimes committed with the report to the judicial or accounting authorities, or his civil liability, for the same title, in cases of intentional misconduct or gross negligence, is established, even by a judgment of first instance, the protections are not guaranteed and a disciplinary sanction is imposed on the reporting person or whistleblower.

The whistleblower must be aware of the responsibilities and civil and criminal consequences provided for in case of false statements and/or the formation or use of false documents. In the event of abuse or falsity of the report, any possible liability of the reporter for slander, defamation, ideological falsehood, moral damage or other civil or criminal damage therefore remains unaffected.

If as a result of internal audits the report turns out to be groundless, investigations will be carried out on the existence of serious culpability regarding the undue report and, consequently, if so, disciplinary actions will be taken and ANAC may additionally impose the administrative pecuniary sanctions provided for by the regulations in force.



## **11. Penalty system**

The following sanctions are provided for (which are also formalized in the Organizational and Management Model pursuant to Legislative Decree No. 231/2001 adopted by the Company):

- sanctions against the reporter who makes with intentional or gross negligence reports that turn out to be false and/or unfounded;
- sanctions against those who violate the measures for the protection of the reporter (violation of the prohibition of retaliation or violation of the obligation of confidentiality) or against those who engage in conduct that hinders reporting.

If as a result of internal audits, a report concerning the commission of an offense or violation turns out to be groundless, investigations will be carried out on the existence of serious culpability or malicious intent about the undue report and, in case of positive result, the Administrative Council will take measures and/or disciplinary actions provided by the applicable CCNL or by the contracts in force and the applicable law as well as, if the conditions or reasons are met, to criminal charges against the reporter, unless the latter does not produce further elements to support his report. In the event of abuse or falsity of the report, in fact, any possible liability of the reporter for slander, defamation, ideological falsehood, moral damage or other civilly or criminally relevant damage remains unaffected.

Violation of the obligation of confidentiality of the whistleblower or the persons involved in the whistleblowing or the performance of retaliatory acts against the whistleblower or persons related to the whistleblower (facilitators, persons in the same work context, co-workers who have a habitual and current relationship with the whistleblower, and even legal entities in cases where they are entities owned by the whistleblower, public discloser, or entities in which he or she works or entities operating in the same work context) is a source of contractual and/or disciplinary liability under applicable contracts and applicable law, without prejudice to any further form of liability provided by law and the nullity of any retaliatory act carried out.

Should the members of the Whistleblowing Committee be responsible for the violation of the obligations of confidentiality of the identity of the whistleblower, such violation may result, depending on the seriousness of the violation, in a written warning by the Board of Directors or in the termination of the relationship and compensation for damages, also taking into account the provisions of the letters of appointment or the agreements governing the relevant relationship.

\*\*\*



In addition to the aforementioned disciplinary sanctions, ANAC may always impose the administrative pecuniary sanctions provided for in Article 21 of Legislative Decree No. 24/2023 to which reference is made.



## **12. Compliance with the procedure**

The Whistleblowing Committee verifies compliance with this procedure, especially with regard to the proper fulfillment of the prescribed protections of the whistleblower. To this end, should circumstances arise:

- not expressly regulated by the procedure,
- which lend themselves to doubtful interpretation/application,
- such as to give rise to objective and serious difficulties in the application of the procedure itself

it is the obligation of each person involved in the application of this procedure to promptly represent the occurrence of the above circumstances to the Whistleblowing Committee, which will file and record the communications received and assess the appropriate measures in relation to the individual case.



### **13. Periodic update and communication of the procedure**

The procedure is periodically updated in the following cases:

- internal and organizational changes in relation to the management of the various stages of whistleblowing and the individuals involved;
- structural or organizational changes in the Company that make it advisable to revise this procedure in order to establish a more suitable and effective whistleblowing system in light of the corporate changes that have occurred;
- legislative interventions on the subject that modify the previous regulations.

In any case, if new legislative provisions on whistleblowing intervene, these are understood as of now to be incorporated as well as any other regulations in force from time to time are understood here to be automatically incorporated.

The Whistleblowing Committee processes communications to employees following updates to this procedure, or organizes training sessions on whistleblowing.

This procedure is published on the Company's website and made known pursuant to the provisions of Article 5 Paragraph 1 letter e) of the Legislative Decree No. 24/2023.

For anything not expressly provided for in this procedure, reference is made to the provisions of the regulations in force.