

CAP ARREGHINI S.p.A

WHISTLEBLOWING POLICY

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1. Purpose and objectives

CAP ARREGHINI S.p.A. (hereinafter also referred to as **the "Company"**) has adopted the "Whistleblowing" system (hereinafter also referred to as "Reports") provided for by Legislative Decree 24/2023, with which Italy has *implemented Directive (EU) 1937/2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national law*. Legislative Decree 24/2023, in line with the European Directive, aims to strengthen the legal protection of persons who report violations of national or European regulations that harm the interests and/or integrity of the private (and also public) entity to which they belong, and which they have become aware of in the course of their work.

The Company had already adopted a reporting system, governed by the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001, in accordance with the provisions of Law 179/2017, containing "Provisions for the protection of whistleblowers and the prevention of corruption". Management and Control Model pursuant to Legislative Decree 231/2001, in accordance with the provisions of Law 179/2017, containing "Provisions for the protection of persons reporting crimes or irregularities that they have become aware of in the context of a public or private employment relationship".

The whistleblowing system was also adopted for the purpose of identifying and combating possible violations of the Code of Ethics, the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 and the Policies and Procedures adopted by the Company, as well as other unlawful or irregular conduct (as specified in paragraph 5) that could undermine the integrity of the Entity.

This Policy, therefore, in regulating the management system for Reports, pursues the aim of spreading a culture of ethics, legality and transparency within the organisation and in its relations with it.

2. Regulatory and documentary references

- Directive (EU) 1937/2019 on *the protection of persons who report breaches of Union law*;
- Regulation (EU) 2016/679 on *the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation)*;
- Legislative Decree 231/2001, concerning *"The regulation of the administrative liability of legal persons, companies and associations, including those without legal personality"*;
- Legislative Decree 24/2023, *"Implementation of Directive (EU) 1937/2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national law"*;
- Organisation, Management and Control Model pursuant to Legislative Decree 231/2001;
- Code of Ethics;
- Company Policies and Procedures.

3. Dissemination, communication and awareness-raising initiatives

The Policy is **disseminated** in accordance with the provisions of the legislation, through a variety of means, including notice boards in the workplace (i.e. bulletin boards) and publication on *the website*.

The Company also undertakes initiatives to **communicate** and **train** staff on the Policy, including through cultural promotion activities on *whistleblowing* regulations.

4. Whistleblowers, other related parties and scope of protection

A **whistleblower** is defined as a natural person who reports or publicly discloses (see *below*) violations that have come to their attention in the context of their work and/or work or professional activities carried out on behalf of the Company (*pursuant* to Article 2, paragraph 1, letter g) and letter

i) D. Legislative Decree 24/2023).

In particular:

- employees;
- self-employed workers, contractors, freelancers and consultants;
- volunteers and trainees, whether paid or unpaid;
- shareholders and persons with administrative, management, control, supervisory or representative functions (including *de facto* functions).

The protections in favour of **the Whistleblower** (so-called '*protective measures*'), referred to in the following paragraphs, also extend to the following figures:

- facilitators (persons who assist the whistleblower in the reporting process);
- persons belonging to the same working environment as the whistleblower and linked to him/her by a stable emotional or family relationship;
- the whistleblower's work colleagues with whom they have a regular and ongoing relationship;
- entities owned by the whistleblower or for which the protected persons work.

As provided for in Article 3, paragraph 4, of Legislative Decree 24/2023, the protection of the whistleblower is also guaranteed in the following cases:

- a) when the legal relationship (i.e. employment relationship) has not yet begun, if the information reported was acquired during the selection process or in other pre-contractual phases;
- b) during the probationary period;
- c) after the termination of the legal relationship (i.e. employment relationship), if the information reported was acquired during the course of the relationship itself.

5. Subject of the Report

The **subject of the Report** is violations of national or European regulations and conduct, acts or omissions that harm the public interest and/or the integrity of the Company, including:

- administrative, accounting, civil or criminal offences;
- unlawful conduct pursuant to Legislative Decree 231/2001;
- violations of the Organisation, Management and Control Model adopted pursuant to Legislative Decree 231/2001;
- offences falling within the scope of European Union acts relating, *inter alia*, to the following areas: public procurement; services, products and financial markets; and the prevention of money laundering and terrorist financing; product safety and compliance; environmental protection;
- other acts or omissions affecting the financial interests of the European Union and/or relating to the internal market.

Illegal conduct (or suspected conduct) that does not comply with the Policies and Procedures adopted by the Company is also subject to reporting. The unlawful conduct reported must relate to situations of which the Whistleblower has become directly aware as a result of their employment relationship and, therefore, includes information learned by virtue of the position held, but also information that has been acquired during and/or as a result of the performance of work duties, even if by chance.

Only reports concerning facts directly observed by the Whistleblower, not based on assumptions or rumours, will be taken into consideration.

Furthermore, the reporting system may not be used by the Whistleblower for purely personal purposes, for claims or complaints, which, if anything, fall within the more general framework of the employment/collaboration relationship or relationships with superiors or colleagues, for which reference should be made to the procedures of the relevant company departments.

The (external) Reporting Manager, as the person designated to receive and examine reports – as specified in paragraph 5 – will assess all reports received, taking the necessary action at his or her reasonable discretion and responsibility within the scope of his or her powers, listening to the author of the report and the person responsible for the alleged violation, if necessary. Any resulting decision will be justified.

Any disciplinary measures will be applied by the competent company bodies, in accordance with the provisions of the applicable National Collective Labour Agreement.

5.1 Actions, facts and conduct that may be reported

In order to assist the Whistleblower in identifying the **facts that may be subject to Reporting**, below is a list of violations and/or relevant conduct, provided for illustrative and non-exhaustive purposes only, i.e. not binding:

- ✓ violation of the Organisation, Management and Control Model, the Code of Ethics, the Policies and Procedures adopted by the Company;
- ✓ giving money or other benefits to a public official or public service employee in exchange for the performance of their duties (e.g. facilitating a procedure) or for the performance of an act contrary to their official duties (e.g. failure to issue a report for tax irregularities);
- ✓ behaviour aimed at obstructing the activities of the Public Administration (e.g. failure to deliver documentation, submission of false or misleading information);
- ✓ promising or giving money, goods, services or other benefits aimed at bribing suppliers or customers;
- ✓ acceptance of money, goods, services or other benefits from suppliers/other parties in exchange for favours or disloyal conduct;
- ✓ unlawful agreements with suppliers, consultants, customers, competitors (e.g. issuing fictitious invoices, price agreements, etc.);
- ✓ falsification, alteration, destruction or concealment of documents;
- ✓ irregularities in accounting, administrative or tax compliance, or in the preparation of the Company's financial statements;
- ✓ falsification of expense reports (e.g. inflated reimbursements or false travel expenses);
- ✓ theft of money, valuables, supplies or other property belonging to the Company or its customers;
- ✓ unauthorised disclosure of confidential information;
- ✓ computer fraud;
- ✓ behaviour aimed at hindering equality between women and men with regard to their rights, treatment, responsibilities, opportunities and economic and social outcomes;
- ✓ offences falling within the scope of European Union or national acts or national acts implementing European Union acts in the field of public procurement; services, products and financial markets and prevention of money laundering and terrorist financing; product safety and compliance; environmental protection;
- ✓ other matters provided for by law.

5.2 Actions, facts and conduct that cannot be reported

The *whistleblowing* system must not be used to offend or damage the honour and/or personal and/or professional reputation of the person or persons to whom the reported facts refer, or to knowingly spread unfounded accusations.

In particular, by way of example and without limitation, the following **is** therefore **prohibited**:

- (i) the use of offensive language;
- (ii) sending Reports for purely defamatory or slanderous purposes;
- (iii) sending Reports of a discriminatory nature, insofar as they refer to the sexual, religious and political orientations or the racial or ethnic origin of the Reported Subject;
- (iv) the submission of Reports made for the sole purpose of damaging the Reported Party;
- (v) anything else not provided for by law.

5.3 Irrelevant Reports

Reports must be relevant to the scope of this Policy. In particular, Reports are considered **irrelevant** if they:

- (i) refer to Reported Subjects or companies that are not part of the scope of application defined by this Policy;
- (ii) refer to facts, actions or behaviour that are not subject to reporting under this Policy;
- (iii) relate exclusively to aspects of the private life of the Reported Person, without any direct or indirect connection with the work/professional activity carried out within the Company or in relations with it;
- (iv) concern a dispute, claim or request linked to a personal interest of the Reporting Person;
- (v) are incomplete and/or unsubstantiated and verifiable in accordance with the provisions of the following paragraph;
- (vi) other than as provided for by law.

6. Content of the report

Reports must be detailed, verifiable and complete with all information useful for ascertaining the facts and identifying the persons responsible for the violations.

The reporting person is responsible for the content of the report. In

particular, **the report must contain** at least:

- ✓ the personal details of the person making the report, indicating their professional title or position. However, it is still possible to submit an anonymous report (*see below*);
- ✓ a clear and complete description of the unlawful conduct that is the subject of the Report and how in which it became known;
- ✓ the date and place where the event occurred;
- ✓ the name and role (qualification, professional position or department in which they work) that allow the identification of the person(s) responsible for the reported events;

- ✓ appropriate supporting documentation, i.e. any documents aimed at verifying the validity of the reported facts;
- ✓ any other information useful for verifying the reported facts.

Reports from which it is not possible to ascertain the identity of the reporter are considered anonymous.

Anonymous reports are permitted but not recommended, as they limit the possibility of communicating with the reporter and adequately verifying the validity of the facts.

In any case, anonymous reports that are detailed and capable of bringing to light facts and situations related to specific contexts are treated in the same way as 'ordinary' reports.

Please note that the confidentiality of the whistleblower's data is always guaranteed, as is their protection from any form of retaliation or discrimination.

7. The Head of Internal Reporting Management

In order to effectively achieve the objectives of the current regulations, and therefore to safeguard the integrity of the Company and protect the Whistleblower, the **Person Responsible for Managing Reports** is an individual external to the Company (i.e. the Chairman of the Supervisory Body - appointed pursuant to Article 6 of Legislative Decree 231/2001);

The above person (hereinafter referred to as the "Reporting Manager") has received specific training for the purpose of managing reports and guarantees the requirement of independence (*pursuant to Article 4 of Legislative Decree 24/2023*).

8. The internal reporting channel

In accordance with the provisions of Legislative Decree 24/2023, Reports may be made alternatively through **the channels** listed below, which guarantee the confidentiality of the identity of the Reporting Person in the management of the report.

➤ METHODS OF REPORTING - WRITTEN FORM

➤ paper report placed in three sealed envelopes: the first containing the whistleblower's identification details together with a photocopy of their ID document; the second containing the report, so as to separate the whistleblower's identification details from the report. Both must then be placed in a third sealed envelope marked 'confidential' on the outside and addressed to the person handling the report (e.g. 'confidential to the Chairman of the Supervisory Board'). The report must be sent to Giulio Mosetti, Corso Italia 90/2, Gorizia. Once the report has been received, it will be registered confidentially by the manager, including in a separate register.

➤ METHOD OF REPORTING - ORAL FORM

➤ by requesting a direct meeting, at the request of the Whistleblower, with the Contact Person, to be sent to the email address odv.gm@studiolegalemc.com

- by telephone on 0481 34653.

The Company has therefore equipped itself with multiple internal reporting channels in accordance with Article 4 of the aforementioned Decree, in addition to the existing reporting systems.

If you believe you need to report facts relating to conduct classified under Legislative Decree 24/2023 (as specified above), the Company recommends that you do so using the above methods (in writing or orally).

9. The external reporting channel

In the cases provided for by law, the Whistleblower may also make a so-called 'external' report.

In this case, the recipient of the report will be the National Anti-Corruption Authority (ANAC), which activates and manages an external reporting channel.

The law provides for the possibility of external reporting if:

- ✓ an internal report has already been made and no action has been taken;
- ✓ there are reasonable grounds to believe that, if an internal report were made, it would not be effectively followed up, or that the report itself could be a reason for retaliation/discrimination;
- ✓ there are reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

The guidelines on the procedures for submitting and handling external reports are available on *the ANAC website*.

10. Public disclosures

The Whistleblower, pursuant to Article 15 of Legislative Decree 24/2023, is also protected when making a so-called "public disclosure" of information on violations through the press or electronic media or in any case through means of dissemination capable of reaching a large number of people (*pursuant* to Article 2, paragraph 1, letter f), Legislative Decree 24/2023).

The protection of whistleblowers who make public disclosures is guaranteed only if, at the time of disclosure, one of the following conditions is met:

- ✓ the whistleblower has previously made an internal and external report or has made an external report directly, under the conditions and in the manner provided for by law, but no response has been received within the prescribed time limit;
- ✓ the Whistleblower has reasonable grounds to believe that the violation may constitute a danger imminent or obvious to the public interest;
- ✓ the Whistleblower has reasonable grounds to believe that external reporting may entail the risk of retaliation or may not be effectively followed up due to the specific circumstances of the case, such as those in which evidence may be concealed or destroyed or in which

there is a well-founded fear that the person who received the report may be colluding with the perpetrator of the violation or involved in the violation itself.

11. Reporting unlawful conduct

All reports and information relating to actions, investigations and subsequent resolutions must be recorded and stored in accordance with legal requirements.

To this end, in the case of reports of unlawful conduct, ***the procedure*** involves:

I. SUBMITTING THE REPORT

- Anyone who has reasonable suspicion that unlawful conduct has occurred or may occur may submit a report through the channels mentioned above.

II. RECEIPT OF THE REPORT

- The person responsible for managing the Report shall send a notice of receipt of the Report to the Reporting Person within seven days of receipt and shall ensure that a reasonable time frame is provided for feedback on the outcome of the internal investigation, not exceeding three months from the date of sending the notice of receipt of the Report.
- The person responsible for managing the Report maintains communication with the Reporting Person.
- The person responsible for managing the report shall follow up on the reports received in an appropriate manner. In particular, appropriate follow-up implies, first and foremost, in compliance with reasonable timeframes and data confidentiality, an assessment of whether the essential requirements of the report are met in order to evaluate its admissibility and thus be able to grant the whistleblower the protections provided for.
- At this stage, the person responsible for managing the report may proceed to archive reports that are manifestly unfounded due to the absence of factual elements sufficient to justify investigations, reports with generic content that does not allow for the understanding of the data, reports of offences accompanied by inappropriate or irrelevant documentation, and reports that are irrelevant or prohibited under this Policy.
- If the report is not sufficiently detailed, the person responsible for managing it may ask the reporter for additional information through the dedicated channel, or even in person, if the reporter has requested a direct meeting.

III. INVESTIGATIVE PHASE

- Once the admissibility of the report has been assessed, the person responsible for managing the report, who is entrusted with the management of the reporting channel, will initiate an internal investigation into the facts or conduct reported in order to assess their validity.

IV. OUTCOME OF THE INTERNAL INVESTIGATION

- At the end of the investigation, the person responsible for managing the report provides feedback, giving an account of the measures planned or adopted or to be adopted to follow up on the report and the reasons for the choice made. In any case, the person responsible for managing the report shall inform the reporter of the outcome of the report within the aforementioned three-month period from the date of acknowledgement of receipt or, in the absence of such acknowledgement, within three months from the expiry of the seven-day period from the submission of the report.

12. Protection of the confidentiality of the Whistleblower, the persons reported or involved and other parties

In the case of internal or external reports, it is the responsibility of those responsible for managing the report to ensure the **confidentiality of the reporting person** from the moment the report is taken on, even in cases where it subsequently proves to be incorrect or unfounded. Legislative Decree 24/2023, with a view to extending the system of protection as much as possible, has recognised that confidentiality must also be guaranteed to the persons reported or otherwise involved and to other persons other than the Whistleblower.

As established by the aforementioned Decree, the obligation of confidentiality extends not only to the name of the Whistleblower and the above-mentioned persons, but also to any other information or element, including attached documentation, from which such identity can be directly or indirectly inferred.

Confidentiality must also be ensured in judicial and disciplinary proceedings. In particular, in disciplinary proceedings initiated by the Company against the alleged perpetrator of the violation, the identity of the Whistleblower may not be disclosed if the disciplinary charge is based on findings that are separate and additional to the report, even if they are a consequence of it. If the identity of the Whistleblower is essential to the defence of the person against whom the disciplinary charge has been brought, it may only be disclosed with the express consent of the Whistleblower.

The confidentiality of the Whistleblower may not be respected when:

- ✓ the Whistleblower has given their express consent to the disclosure of their identity;
- ✓ the Whistleblower's criminal liability for offences has been established by a first instance judgment of slander or defamation or in any case for offences committed with the Report, or its civil liability for the same reason in cases of wilful misconduct or gross negligence;
- ✓ anonymity is not enforceable by law and the identity of the Reporting Party is required by the Judicial Authority
in relation to investigations (criminal, tax or administrative investigations, inspections by supervisory bodies).

13. Processing of the Whistleblower's personal data

The Company is the data controller pursuant to **Regulation (EU) 2016/679, known as the GDPR**, and provides specific privacy information in this regard. The personal data of Whistleblowers, Reported Persons and all persons involved in the Report are processed for the sole purpose of fulfilling the legal obligations set out in paragraph 2 and in any case in compliance with the provisions of Regulation (EU) 2016/679 and Legislative Decree 51/2018. The processing is carried out using manual, computerised and telematic tools, in such a way as to guarantee the security and confidentiality of the data in full compliance with the provisions of the law and regulations. The management of reports is carried out directly by the Data Controller's organisation, through appropriately designated and trained individuals, who act as Authorised Persons.

The identity of the Whistleblower cannot be disclosed to persons other than those competent and authorised to receive or follow up on Reports (those responsible for managing the report) without their express consent. Pursuant to Articles 6 and 7 of the GDPR, in order to use the identity of the whistleblower and any other information from which that identity can be inferred, directly or indirectly, for the reasons expressly provided for in Article 12 of Legislative Decree 24/2023, the data controller, through specially authorised persons such as those responsible for managing the report, is obliged to request the Whistleblower's consent to the processing of personal data for the specific processing.

14. Prohibition of retaliation or discrimination against the Whistleblower

No **form of retaliation or discriminatory measure** directly or indirectly related to the report is permitted or tolerated against the reporting person.

Discriminatory measures include, for example, unjustified disciplinary actions and any other form of retaliation that creates intolerable working conditions.

If a Recipient believes that they have been the victim of conduct prohibited by this Policy, they may inform those responsible for managing reports. If it is established that a Recipient has been the victim of prohibited conduct, appropriate corrective measures will be taken to remedy the situation and/or remedy the negative effects of discrimination or retaliation and initiate disciplinary proceedings against the perpetrator of the discrimination.

15. Responsibility of the Reporter

The Policy does not affect the **responsibility**, including disciplinary responsibility, of **the Whistleblower** in the event of a slanderous or defamatory Report or a Report made with intent or gross negligence of facts that are untrue.

Pursuant to Article 21, paragraph 1, letter c) of Legislative Decree 24/2023, ANAC may impose a financial penalty of between €500 and €2,500 on the Whistleblower, where their civil liability is established, on the grounds of wilful misconduct or gross negligence, for the offences of slander and defamation.

Any abuse of this Policy, such as reports that are manifestly opportunistic and/or made for the sole purpose of damaging the reported party and/or other parties, and any other case of misuse or intentional exploitation of the institution covered by this Policy, shall also be grounds for disciplinary action.

16. Traceability and archiving

The Company takes precautions to store information and documentation relating to the identity of the reporter and the contents of the report in accordance with Article 14 of Legislative Decree 24/2023. Internal reports and related documentation are kept for the time necessary to process the report and in any case for no longer than five years from the date of communication of the final outcome of the reporting procedure, in compliance with the confidentiality obligations set out in Article 12 of the aforementioned Decree.

In the case of oral reports, storage must be guaranteed in accordance with Article 14 of Legislative Decree 24/2023; in particular:

- When, at the request of the Whistleblower, the Report is made orally during a meeting, it shall be documented, with the Whistleblower's consent, by recording it on a device suitable for storage and playback or by means of minutes. The Whistleblower shall verify and confirm the minutes.
- a **meeting**, it shall, with the consent of the Whistleblower, be documented by means of recording on a device suitable for storage and playback or by means of minutes. The Whistleblower shall verify and confirm the minutes by signing them.

The Policy, drawn up in accordance with the requirements of current legislation and the values of the Code of Ethics, forms an integral part of the Organisation, Management and Control Model adopted by the Company.