



# Whistleblowing Policy



GRUPPO  
ORSERO

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## 1. Survey of current legislation

Italian Legislative Decree No. 24 of March 10, 2023 implemented Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of persons who report breaches of Union law and national laws ("Decree").

The Decree partially amended Article 6 of Italian Legislative Decree 231/2001 by introducing into this regulatory framework the principles transposed by the Decree.

Specifically, in application of the Decree, Orsero S.p.A., for itself and its subsidiaries (hereinafter referred to as "Orsero," the "Group," or the "Company"), has activated the "internal whistleblowing channel" ("Whistleblowing Channel") in such a way so as to ensure the required confidentiality of the identity of the whistleblower, the person involved or otherwise mentioned in the report, as well as the content of the report and any related documentation, also in order to avoid retaliatory and/or discriminatory attitudes towards them. The management of the Whistleblowing Channel, defined in more detail below, is entrusted to the Internal Audit Function and head.

## 2. Objective

This Policy aims to highlight the procedure for the protection of persons who make a report and the manner in which it is made in the event of behaviors, acts or omissions that harm the public interest or the integrity of the Company and which consist of:

- Administrative, accounting, civil or criminal offenses other than those listed below: these are generally violations of the rules governing administration, accounting, the Italian Civil Code or the Italian Criminal Code;
- Unlawful conduct relevant pursuant to Italian Legislative Decree 231/2001, as amended: these are violations of the procedures implemented by the company in order to prevent the commission of predicate offenses (e.g., bribery, corporate crimes, manslaughter, serious injury, environmental crimes, smuggling, etc.)
- Violation of the Company's organization and management model **other than those listed below**: this is the violation of the provisions contained in the model implemented and disseminated by the company
- Offenses falling within the scope of the European Union or national acts specified in the annex to the new decree or national acts implementing the European Union acts specified in the annex to Directive (EU) 2019/1937, even if not specified in the annex to the decree, relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transportation safety; environmental protection; radiation 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: these are behaviors that violate national or international standards on the above-mentioned matters;
- Acts or omissions harmful to the financial interests of the European Union referred to in Article 325 of the Treaty on the Functioning of the European Union specified in the

relevant secondary legislation of the European Union: these are all behaviors that Italian law qualifies as fraudulent;

- Acts or omissions concerning the internal market, as referred to in Article 26(2) of the Treaty on the Functioning of the European Union, including violations of EU competition and state aid rules, as well as violations concerning the internal market connected to acts that violate corporate tax rules or mechanisms with the purpose of obtaining a tax advantage undermining the object or purpose of the applicable corporate tax law: these are behaviors designed to prevent or distort the free movement of goods, people, services and capital and the relative free competition;
- Acts or conduct undermining national and international standards in the matters specified in the previous three points;

The principles of this Policy do not compromise or limit in any manner whatsoever the obligations to report to the competent Judicial, Supervisory or Regulatory Authorities in the countries in which the Group companies operate or the obligations to report to any control bodies established in each Group company.

### 3. Definitions

Before proceeding with a description of the substantial and operational aspects relating to the methods for making and managing Reports, the following definitions are intended to clarify the meaning given to certain terms used:

- Whistleblower: individuals who report on violations identified in their work environment.
- Person involved: the natural or legal person mentioned in the internal or external report or public disclosure as the person to whom the violation is attributed or as a person otherwise implicated in the reported or publicly disclosed violation.
- Report: written or verbal communication of information about the violations outlined in Paragraph 2 above.
- Follow-up: the action taken by the person entrusted with the management of the whistleblowing channel to assess the existence of the reported facts, the outcome of the investigation and any measures taken;
- Response: communication to the whistleblower of information regarding the actual or intended follow-up to the report;

### 4. Parties involved

The Decree outlines the scope of application of the provisions pursuant to this procedure.

In particular, the subjects targeted by the Decree include:

- all Company employees regardless of contract type and functional level;
- all those who collaborate with the Company and/or the Group (subordinate and semi-subordinate workers, project collaborators, temporary workers, temps, interns, freelancers, consultants, etc.);
- shareholders, persons with administrative, management, control, supervisory or representation functions.

## 5. Content of the report

The Report must concern the conduct and/or violations highlighted in Paragraph 2 above. On the other hand, the Report may not concern personal grievances of the Whistleblower or requests pertaining to how the employment relationship is regulated or relations with a supervisor or colleagues, which should be sent to the Personnel Department.

Any reports received anonymously will not be considered and therefore the information included will not be investigated further.

The Report must be substantiated and based on precise and concordant facts, and therefore preferably contain the following elements:

- a clear and complete description of the facts subject to the Report;
- if known, the circumstances of time and place of occurrence of the events described and the general information or details concerning the individuals involved;
- an indication of any other persons who may report on the facts subject to the Report;
- an indication of any documents that can confirm the truth of such facts;
- any other information that may provide useful information about the existence of the reported facts.

Reports based on mere suspicions or rumors and personal grievances of the Whistleblower or claims by the Whistleblower are not worthy of protection. With this in mind, it is advisable for Reports to be as circumstantiated as possible and offer as much information as possible in order to enable the Company to perform the necessary verifications.

## 6. Report recipients

In order to ensure the protection of the confidentiality of the Whistleblower's identity, the Company, in compliance with the Decree, believes that the report management flow should

be directed exclusively to the Internal Audit Function ("IA"). That Function, adequately trained and informed of the purposes and operating procedures of the Decree, will act in such a way so as to protect Whistleblowers from any form of retaliation, discrimination or penalization, ensuring the confidentiality of the identity of the Whistleblower (including by means of IT devices), as well as of the person involved and the person otherwise mentioned in the report, and of the content and relative documentation; at the same time, IA will take all appropriate steps for the full assessment of the report, without prejudice to legal obligations and the protection of the rights of the company or persons accused wrongly and/or in bad faith.

In view of the above, therefore, the Group has established two alternative whistleblowing channels:

- a dedicated link managed by IA: <https://ewhistleorsero.azurewebsites.net>
- a direct, dedicated phone number: **0039+0182560461**

Reports received by IA are collected, managed and stored using special software in a repository that is only accessible to IA.

## 7. The duties of the person receiving the report

IA accepts the report and issues an acknowledgment of receipt of the report to the whistleblower within 7 days of the date of receipt; IA has the right to ask the whistleblower for any additions or clarifications and initiates the necessary investigation. Upon completion of the investigation and in any case within 3 months of the date of acknowledgment of receipt or, failing that, within 3 months of the end of the 7-day period from the submission of the report, IA will provide a response to the report and take any appropriate action based on the outcome of the investigation.

IA verifies the validity of the circumstances presented in the Report through any activity it deems appropriate, including interviewing any other persons who can provide information about the facts reported, while respecting the principles of impartiality, confidentiality and protection of the Whistleblower's identity.

If there is no follow-up to the internal report in the terms and manner outlined above, according to the Decree the whistleblower can make the report through the channel to be activated by and under the responsibility of the National Anti-corruption Authority (ANAC)

The data and documents covered by the Report are stored in accordance with the law for 5 years.

## 8. Protection of the whistleblower

The Company will not tolerate any detrimental disciplinary consequences to the whistleblower or the parties involved. However, such protection is limited in “cases of liability for libel or slander or on the same basis pursuant to Art. 2043 of the Italian Civil Code”. Therefore, protection does not apply in cases where the Report contains false information provided with malice or gross negligence.

## 9. The penalty system

Should the Company identify abuses of the Whistleblowing tool or violations on the part of the Person subject to the Report or, in any case, situations inconsistent with company policies or applicable regulatory provisions, it will take all appropriate actions having regard to the determinations of the Decree.

## 10. Processing of personal data

In order to ensure the management and traceability of Reports and relative activities, the Company needs to process certain personal data of the Whistleblower and any other individuals involved, acquired in connection with Report management.

Personal data clearly not useful for processing a specific report are not collected or, if accidentally collected, will be erased immediately.

Each report will be followed up by a disclosure pursuant to Art. 13 of EU Regulation 679/2016.

The personal data contained in Reports may be disclosed by IA to the corporate bodies and any internal functions concerned from time to time, as well as the Judicial Authority, in order to initiate the procedures necessary to guarantee, as a result of the Report, appropriate judicial and/or disciplinary protection with respect to the Person subject to the Report, where the elements collected and the investigations carried out reveal the validity of the circumstances initially reported.

In the course of the activities aimed at verifying the validity of the Report, all necessary measures will be taken to protect the data from accidental or unlawful destruction, loss and unauthorized disclosure. Furthermore, documents relating to the Report will be stored, in both hard copy and electronic format, for a period no longer than that necessary to properly finalize the procedures established in this Policy.

## 11. Policy Updates

The Policy will be reviewed periodically to ensure continued alignment with reference regulations as well as on the basis of its actual functioning and past experience.