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# ORGANIZATIONAL ACT FOR THE IMPLEMENTATION OF THE WHISTLEBLOWING DISCIPLINE IN MALVESTIO SPA POLICY WHISTLEBLOWING

MALVESTIO S.p.A.

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reg. AEE IT22030000013732

**Banche di appoggio:**

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B.CA BPER	IBAN	IT87J0538762431000047670615
B.CA NAZ. LAVORO	IBAN	IT91N010051210000000005077

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## Introduction

The European Union, with Directive 2019/1937, renewed the legislation concerning the protection of individuals 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 March 10, 2023, no. 24 (hereinafter the "Decree").

With the adoption of this Policy, the company MALVESTIO SPA (hereinafter, the "Company") has intended to comply with the aforementioned regulatory prescriptions, as well as with the guidelines provided in this regard by ANAC (National Anti-Corruption Authority).

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

The reporting management process guarantees the confidentiality of the the whistleblower's identity from the moment of receipt and throughout any subsequent contact. In accordance with Article 5(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 parties:

a) employees, including those engaged in:

- part-time, intermittent, fixed-term, temporary agency, apprenticeship, and accessory work (whose employment relationship is governed by Legislative Decree no. 81/2015);
- occasional services (pursuant to Article 54-bis of Decree-Law No. 50/2017, conv. by Law No. 96/2017);

b) self-employed workers:

- with a work contract (Article 2222 of the Civil Code)
- with a collaboration relationship (referred to in Article 409 of the Civil Code), such as agency relationships, commercial representation and other collaboration agreements involving a continuous and coordinated work, mainly of a personal nature; that take the form of the provision of continuous and coordinated personal performance, even if not of a subordinate nature;
- with a collaboration agreement involving exclusively personal and continuous work performances, with the execution methods organized by the client;

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- c) collaborators performing their work activities for parties that supply goods or services or undertaking works undertaking in favour of the Company;
- d) freelance professionals and consultants providing their services to the Company;
- e) volunteers and trainees, both paid and unpaid, contributing their services to the Company;
- f) Shareholders and individuals with administrative, management, supervisory, or representative functions, even where such functions are exercised informally within the Company (e.g. members of the Board of Directors or the Supervisory Board).

The protection of whistleblowers (Article 6 of this Policy) also applies when reporting, filing a complaint with judicial or auditing authorities or publicly disclosing information in the following cases:

- a) when the legal relationship described above has not yet commenced, if information on violations has been acquired during the selection process or in other pre-contractual stages;
- b) during the probationary period;
- c) Subsequently to the termination of the legal relationship if information about violations was acquired during the course of the relationship itself.

## 2. Subject of the Report and excluded Reports

The reports indicated in the following table may be submitted:

Number of employees	With Organisational and Management Model Legislative Decree no. 231/'01	Object of the report
With 50 employees or more	No	European and national offenses (see below points a), b), and c) (Art. 3, co. 2, lett. a), D.lgs. n.24/2023)

More specifically, the violations indicated in the previous table may involve:

- a) Violations of national or European provisions consisting of offences in the following areas: public procurement; services, products and financial markets and prevention of money laundering and terrorist financing; product

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safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and protection of personal data and security of networks and information systems;

(b) Violations of European provisions consisting of: (i) acts or omissions harming financial interests of the Union; (ii) acts and omissions concerning the internal market; (iii) acts and behaviour that frustrate the object or purpose of the provisions of Union acts in the abovementioned areas;

(c) unlawful conduct relevant under Legislative Decree No. 231/2001 or violations of organisational 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 of the whistleblower, the person involved and anyone mentioned in the report, as well as the content of the report and the relevant documentation.

It is important to note that whistleblowing reports should first be made using the internal reporting channel.

Reporting through the external channel, established and managed by ANAC (National Anti-Corruption Authority)<sup>1</sup>, can only be reported under certain conditions<sup>2</sup>, and public disclosure is subject to even more stricter conditions<sup>3</sup>, without prejudice to the possibility of reporting to the judicial authorities.

<sup>1</sup> [Whistleblowing - www.anticorruzione.it](http://www.anticorruzione.it)

<sup>2</sup> The reporting party can use the **external channel (ANAC)** when:

- There is no mandatory activation of the internal reporting channel within the work context, or if it is mandatory, it is not active or, even if activated, does not comply with legal requirements.
- The reporting person has already made an internal report, and it has not been followed up.
- The reporting person has reasonable grounds to believe that, if they were to make an internal report, it would not be effectively pursued, or that the same report could pose a risk of retaliation.
- The reporting person has a reasonable belief that the violation could constitute an imminent or blatant danger to the public interest.

<sup>3</sup> Whistleblowers can make a public disclosure directly 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 established deadlines regarding the measures planned or taken to follow up on the reports.
- The reporting person has reasonable grounds to believe that the violation could constitute an imminent or blatant danger to the public interest.
- The reporting person has reasonable grounds to believe that the external report may carry the risk of retaliation or may not have an effective follow-up due to specific circumstances in the particular case, such as those where evidence may be

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#### 4. Content and submission modalities of whistleblowing reports

A **whistleblowing report** may be made under the following conditions:

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

Reports exclusively related to the following will not be considered:

- Disputes, claims, or requests related to the personal interests of the whistleblower;
- Individual employment or collaboration relationships of the whistleblower with the Company or with hierarchically superior figures;
- Aspects of the private life of the subject reported, without any direct or indirect connection to the company's business and/or professional activity.

Furthermore, reports are not allowed to be:

- Specious, defamatory, slanderous or aimed solely at harming the reported person.
- Concerning violations that the whistleblower knows to be unfounded.

#### Contents of the report

Under penalty of **inadmissibility**, the report must contain:

1. **The identification data** of the reporting person: as well as contact details for receiving subsequent updates; anonymous reports are not allowed;
2. A **clear, complete and detailed description** of the facts being reported;
3. The **circumstances of time and place** where the reported incident occurred, including a description of the reported facts, specifying details of the circumstantial information and, where present, also the manner in which the whistleblower became aware of the reported facts;
4. Personal information or other **elements** allowing the identification of the individual(s) deemed responsible for the reported facts;

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concealed or destroyed, or where there is a reasonable fear that the recipient of the report may be colluding with the perpetrator of the violation or involved in the violation itself.

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5. Indication of **any other individuals** who may provide information on the reported facts;
6. Identification of **any documents** that may confirm the accuracy of the reported facts;
7. **Any other information** that may provide useful evidence as to the existence of the facts reported;
8. The **express declaration that he/she wishes to benefit from the whistleblowing protections**, by inserting the words "**reserved to the person making the report**".

## Reporting Methods

**Whistleblowing reports** may be made using the following methods<sup>4</sup>:

**ORAL MODE:** by calling the following number: 0499299506 - from 8.30 a.m. to 5.30 p.m. Monday to Friday, except during the company closure period for collective holidays and over the Christmas period.

**DIRECT MEETING:** upon request of the whistleblower by contacting 0499299506 through a direct meeting with the reporting manager.

**WRITTEN METHOD - ANALOGUE:** by ordinary mail<sup>5</sup> - **registered letter with return receipt** - by placing the report in two sealed envelopes, including, in the first one, the identification data of the reporter, together with an identity document; in the second one, the subject of the report; both envelopes must then be inserted in a third envelope with the wording "confidential to the report manager" on the outside and addressed to: MANAGER OF THE REPORT - PIGOZZO ANNAMARIA - c/o Personnel Office - Via Marconi, 12/D - 35010 VILLANOVA DI CAMPOSAMPIERO (PD)

## Anonymous reports<sup>6</sup>

Anonymous reports or reports from which the identity of the whistleblower cannot be derived will not be considered.

<sup>4</sup> In this regard, and in light of the ANAC guidelines, it is clarified that the choice of the reporting method, whether written or oral, is at the discretion of the whistleblower. For the company, however, it is **mandatory to establish both a written channel - analog and/or digital** - and an oral channel, making both available to the whistleblower.

The alternative, therefore, pertains only to the written form: the company can decide whether to use an online platform or opt for traditional paper mail.

<sup>5</sup> According to ANAC, both certified email (PEC) and regular email are not considered suitable methods.

<sup>6</sup> The company can choose whether or not to consider anonymous reports. According to ANAC, "*anonymous reports, if substantiated, are considered by ANAC as equivalent to ordinary reports and consequently treated in accordance with the provisions of the supervisory regulations. Entities in the public and private sectors consider anonymous reports received through internal channels on par with ordinary reports, where their processing is provided for. In such cases, anonymous reports will be handled according to the criteria established, within their respective systems, for ordinary reports.*"

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### Transmission of Whistleblowing Reports

Whistleblowing reports should be sent to: REPORTING MANAGER - PIGOZZO ANNAMARIA - c/o PERSONNEL OFFICE - Via Marconi, 12/D - 35010 VILLANOVA DI CAMPOSAMPIERO (PD), in accordance with the reporting channel adopted.

Finally, please note that the receipt of reports is suspended by any means during the period when the Company is closed for collective holidays and during the Christmas period.

### **5. Management of the Report**

This procedure regulates the process of receiving, analysing and processing reports of unlawful conduct of which the reporting person becomes aware in the context of his or her work.

In the management of the internal reporting channel, the reporting manager (hereinafter also referred to as the "manager" or "recipient") operates as follows:

#### Reception of the Report

If the report has been mistakenly transmitted/received by/from an unauthorized person and it is evident that it is a whistleblowing report, it is mandatory for that person to promptly acknowledge its receipt to the reporting manager, in any case, within 7 (seven) days from such receipt. The reporting manager should also notify the whistleblower of this transmission, while maintaining all confidentiality obligations outlined in this policy, which also apply to the whistleblower (with consequent responsibility in case of violation).

The receiver shall issue the reporting person with an acknowledgement of receipt of the report within **seven days** from the date of receipt. The notice will be sent to the The reporting manager should also notify the whistleblower of this transmission, while maintaining all confidentiality obligations outlined in this policy, which also apply to the whistleblower (with consequent responsibility in case of violation), and if not indicated, the report will be archived.

The Company will archive reports received by ordinary mail by means of suitable instruments that guarantee confidentiality within protected locked archives located in the personal office, access to which is granted only to those who have keys for entry.

The report made orally - in the forms indicated in this Policy - subject to the consent of the person making the report, shall be documented by the person making the report through recording on a suitable device for storage and listening, or by written record.

In the event of a direct meeting with the person making the report, the meeting shall be recorded, or, if this is not the case or if the person making the report does not consent to the recording, minutes of the meeting shall be

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drawn up and signed by both the manager and the person making the report, a copy of which shall be provided to the latter.

#### Relations with the reporting party and additions to the report

The recipient maintains relations with the reporting party and may request if necessary, additional information. In the case of a report drawn up following a meeting with the person making the report, the latter may verify, correct and confirm the minutes of the meeting by signing them.

#### Examination of the report

The recipient follows up the reports received, assessing the existence of the reporting person's legitimacy and whether the report falls within the scope of the regulation. The evaluation includes an examination of the circumstances of time and place where the reported incident occurred.

Following the preliminary examination:

- if the conditions are not met, **the report is dismissed**, with a justification of the reasons;
- if the conditions are met, the preliminary **investigation** is opened.

#### Preliminary investigation

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

- the collection of documents and information;
- the involvement of external parties (where it is necessary to take advantage of the technical assistance of third-party professionals) or other corporate functions, who are obliged to cooperate with the reporting manager;
- the hearing of any other internal/external persons, where necessary.

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

- necessary measures are taken to prevent the identification of the reporter and of the persons involved;
- checks are carried out by individuals with the necessary expertise, and activities are correctly documented and archived;
- all parties involved in the assessment maintain the confidentiality of the information received, unless otherwise provided for by law;

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- 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 against the need to protect privacy;
- appropriate measures are ensured to manage possible conflicts of interest if the report concerns the recipient.

### Feedback to the reporter

Within **three months** from the date of the acknowledgement of receipt or, in the absence of such an acknowledgement, within three months of the expiry of the seven-day period from the submission of the report, the recipient shall provide feedback on the report. The feedback includes the alternative communication of:

- **dismissal**, giving the reasons for the decision, or
- **validity of the report** and referral to the relevant internal bodies for further action or
- the activity carried out and still to be performed (in the case of reports involving a more time-consuming verification activity) and any measures taken (measures taken or referral to the competent authority).

## 6. Conflict of Interest

If the whistleblower has a conflict of interest, e.g. as a whistleblower or a reporter, the report may be sent to senior management not involved in the conflict of interest.

## 7. Protection of whistleblowers and their responsibility

Whistleblowers may not suffer any form of retaliation. Indeed, the law provides that whistleblowers may not be sanctioned, demoted, dismissed, transferred or subjected to any other organisational measure that would directly or indirectly have a negative effect on their working conditions, or discriminate or retaliate against them.

The reasons that induce a person to report, disclose, or publicly disseminate are irrelevant for their protection.

In the context of judicial or administrative proceedings, or even extrajudicial proceedings concerning the establishment of prohibited conduct against whistleblowers, it is presumed that such conduct took place as a result of the whistleblowing, public disclosure or complaint to the judicial or accounting authorities. The burden of proving that such conduct towards whistleblowers is motivated by reasons unrelated to the report, public disclosure or complaint remains with the person who has 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 report of wrongdoing

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and applying, in the absence of proof by the Company that the measure taken is unrelated to the report, a pecuniary administrative sanction.

#### Processing of personal data. Confidentiality

All processing of personal data shall 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; moreover, failure to comply with confidentiality obligations may result in disciplinary liabilities, without prejudice to any further liability provided for by law.

The information concerning the processing of personal data following a whistleblowing report is available in the attachment to this document.

Internal and external whistleblowing reports and related documentation shall be retained for the time necessary to process 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.

#### Whistleblower's responsibilities

The Company guarantees the whistleblower the right to be informed (within a reasonable period of time) of any reports involving them, guaranteeing the right of defence where disciplinary measures are initiated against them.

This procedure is also without prejudice to the criminal and disciplinary liability of the whistleblower in the event of a libellous or defamatory report under the Criminal Code and Article 2043 of the Civil Code.

Forms of abuse of the whistleblowing procedure, such as obviously unfounded reports and/or reports made solely for the purpose of harming the reported party or other individuals, as well as any other instances of improper use or intentional manipulation of the procedure, are also a source of liability in disciplinary proceedings and other relevant forums.

### **8. Effective Date and amendments**

This policy will come into effect on 17/12/2023. The company will ensure the necessary publicity and provide a copy of the policy to each employee.

All employees can propose, when deemed necessary, motivated additions to this policy; the proposals will be examined by the General Management of the company.

This policy is subject to periodic review.

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