



**WHISTLEBLOWING POLICY
PROCEDURE FOR SUBMITTING AND
MANAGING INTERNAL AND EXTERNAL
REPORTS
FORMS OF PROTECTION**

November 2025

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1. INTRODUCTION

Law No. 179 of 30 November 2017 on *whistleblowing* (reporting of offences and irregularities) extended to the private sector the protection of employees or collaborators who report significant offences pursuant to Legislative Decree 231 of 2001 on the administrative liability of companies, introducing substantial amendments to Legislative Decree 231/2001 and the obligation for companies, within their organisational structure, to adopt measures which, thanks to the collaboration of their employees, bring to light any potentially criminal acts or acts with illegal implications that occur in the course of the company's activities.

Pursuant to Legislative Decree 24/2023 (implementing EU Directive 2019/1937 of the European Parliament and of the Council of 23 October 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) was then further extended, both for public sector bodies and for those in the private sector, the scope of application of the obligation to activate an internal reporting channel.

2. MAIN SOURCES AND PRACTICES

- EU Directive No. 2019/1937 of the European Parliament and of the Council of 23 October 2019;
- Legislative Decree No. 24/2023 of 10 March 2023;
- ANAC Regulation for the management of external reports and for the exercise of ANAC's sanctioning power in implementation of Legislative Decree No. 24/2023, of 10 March 2023, adopted by Resolution No. 301 of 12 July 2023;
- ANAC Guidelines on the protection of persons reporting breaches of Union law and the protection of persons reporting breaches of national regulatory provisions, adopted by Resolution No. 311 of 12 July 2023.
- New whistleblowing regulations - Operational guide for private entities prepared by Confindustria, October 2023.

3. PURPOSE AND AIMS OF THE PROCEDURE

This procedure applies to CARPENTERIE METALLICHE DI COLZATE SRL (the "Company").

The purpose of this document is to describe and regulate the system for reporting violations, as defined below, of which the whistleblower, as also defined below, has become aware in the course of their relationship and within the context of their work with the Company, as well as the protection mechanisms provided for the protection of the whistleblower. Among other things, the document aims to describe:

- a) the roles and responsibilities of the functions involved in the management of reports;
- b) the objective scope and content of the report;
- c) the subjective scope of application;
- d) the procedure and channels to be used for reporting alleged violations;
- e) the methods of managing the report and the procedure that is established when a report is made;
- f) the methods for informing the whistleblower and the reported party about the progress of the procedure;
- g) the specific protection measures granted to whistleblowers.

The purpose of this document, therefore, is to remove factors that could hinder or discourage the use of whistleblowing *whistleblowing*, doubts and uncertainties about the procedure to be followed, and fears of retaliation or discrimination.

4. DEFINITIONS

In this policy, the following terms have the meanings indicated below:

- a) "ANAC": National Anti-Corruption Authority, an independent Italian administrative authority with the task of protecting the integrity of the public administration, combating illegality, fighting corruption, implementing transparency and controlling public contracts;
- b) "CCNL": the National Collective Labour Agreements (CCNL) for the metalworking industry applicable to employees and the National Collective Labour Agreements (CCNL) for the metalworking industry applicable to Company executives - each as applicable to the individual employment relationship;
- c) "*Whistleblowing Committee*": (hereinafter also referred to as the "Committee") natural person/office dedicated to the management of Reports, internal, autonomous and with personnel specifically trained in the management of the internal reporting channel /external, independent and with staff specifically trained to manage the internal reporting channel;
- d) "*Work context*": current or past work or professional activities, regardless of their nature, through which the Whistleblower acquires Information on violations and in the context of which they may risk suffering Retaliation in the event of Reporting or public Disclosure or reporting to the judicial or accounting authorities. However, these must be activities carried out by persons who have established with the Company one of the working or professional relationships expressly indicated by the legislator in Legislative Decree No. 24/2023;
- e) "Recipients": Shareholders who are natural persons, persons with administrative, management, control, supervisory or representative functions, even if such functions are exercised on a *de facto* basis, Company Personnel (as defined below), Employees (as defined below), self-employed workers¹, collaborators *pursuant* to Article 409 of the Italian Code of Civil Procedure and Article 2 of Legislative Decree 81/2015, who carry out their work at the Company, workers or collaborators who carry out their work at companies that supply goods or services or perform work for third parties, including the Company, freelancers and consultants who work at the Company; entities owned - exclusively or in majority partnership with third parties - by the reporting person or at with whom she works;
- f) "Employees": all natural persons who have an employment relationship with the Company, including managers, including part-time, intermittent, fixed-term, temporary, apprenticeship and ancillary employment relationships, as well as workers who perform occasional services (whose employment relationship is governed by Article 54-bis of Decree Law No. 50/2017, converted with amendments by Law No. 96/2017);
 - g) "*Public disclosure*": making information about violations public through the press or electronic media or in any case through means of dissemination capable of reaching a large number of people;
 - h) "*Facilitator*": a natural person who assists the reporting person in the reporting process, operating within the same working environment and whose assistance must be kept confidential;

¹ Including self-employed workers referred to in Chapter I of Law No. 81/2017, such as workers with self-employed relationships governed by Title III of Book V of the Civil Code, including contracts for services referred to in Article 2222 of the same Civil Code; commercial representation relationships and other collaborative relationships that take the form of continuous and coordinated work, mainly personal, even if not of a subordinate nature (for example, lawyers, engineers, social workers who work for a private sector entity and organise their work independently).

- i) "*Information on violations*": information, including well-founded suspicions, concerning violations committed or which, on the basis of concrete evidence, could be committed within the Company with which the reporting person or the person filing a complaint with the judicial or accounting authority has a legal relationship pursuant to Article 3, paragraph 3, of Legislative Decree 24/2023, and which has come to their knowledge in the course of their work, as well as information concerning conduct aimed at concealing such violations;
- j) "*Report Book*": a file intended for the collection of Reports, the creation, drafting and storage of which is the responsibility of the Whistleblowing Committee and/or any other body responsible for managing Reports. Although no specific form is required for it to be valid, the Report Book is a document suitable for ensuring the confidentiality of the information contained therein and its proper storage;
- k) "*Corporate Bodies*": the Board of Directors and/or the Board of Statutory Auditors and/or the Supervisory Body of the Company, CARPENTERIE METALLICHE DI COLZATE SRL, depending on the meaning of the reference sentence;
- l) "*Personnel*": all individuals who are, even temporarily, in a working relationship with the Company, even if they are not classified as Employees (such as volunteers, trainees, whether paid or unpaid), those hired on a trial basis, as well as those who do not yet have a legal relationship with the Company or whose relationship has ceased if, respectively, the Information on violations was acquired during the selection process or in other pre-contractual phases or during the employment relationship²;
- m) "*Reporting Person*" or "*Whistleblower*": the natural person who makes the Report and/or Public Disclosure of Information on violations acquired within their Working Context;
- n) "*Person involved*": the natural or legal person mentioned in the internal or external Report or in the Public Disclosure as the person to whom the Violation is attributed or as the person involved in the reported or publicly disclosed Violation;
- o) "*Feedback*": communication to the Reporting Person of information relating to the follow-up that is being or will be given to the Report;
- p) "*Retaliation*": any behaviour, act or omission, even if only attempted or threatened, carried out as a result of the Report, the complaint to the judicial or accounting authorities or the Public Disclosure, which causes or may cause the Reporting Person or the person who made the complaint, directly or indirectly, unjust damage. By way of example, the cases referred to in Article 17 of Legislative Decree 24/2023 constitute retaliation;
- q) "*Report*" or "*Reporting*": the written or oral communication of information on Violations referred to in Legislative Decree 24/2023;

² For the purposes of whistleblowing legislation, the protection referred to in Legislative Decree 24/2023 also applies in the following cases: when the employment or collaboration relationship has not yet begun, if the information on the violations was acquired during the selection process or in other pre-contractual phases; during the probationary period; after the termination of the legal relationship if the information on the violations was acquired during the relationship itself.

³ By way of example a) dismissal, suspension or equivalent measures; b) demotion or failure to promote; c) change of duties, change of workplace, reduction in salary, change in working hours; d) suspension of training or any restriction on access to training; e) negative performance reviews or negative references; f) disciplinary measures or other sanctions, including financial penalties; g) coercion, intimidation, harassment or ostracism; h) discrimination or unfavourable treatment; i) failure to convert a fixed-term employment contract into a permanent employment contract, where the worker had a legitimate expectation of such conversion; l) failure to renew or early termination of a fixed-term employment contract; m) damage, including to the person's reputation, in particular on social media, or economic or financial prejudice, including loss of economic opportunities and loss of income; n) inclusion in improper lists on the basis of a formal or informal sectoral or industrial agreement, which may result in the person being unable to find employment in the sector or industry in the future; o) early termination or cancellation of a contract for the supply of goods or services; p) cancellation of a licence or permit; q) request for psychiatric or medical examination.

- r) "*External reporting*": the communication, in writing or orally, of information on violations referred to in Legislative Decree 24/2023, submitted through the external reporting channel;
- s) "*Internal report*": written or oral communication of information on violations referred to in Legislative Decree 24/23, submitted through the internal reporting channel;
- t) "*Follow-up*": the action taken by the Whistleblowing Committee and/or any other body responsible for managing Reports to assess the existence of the reported facts, the outcome of the investigations and any measures taken;
- u) "*Disciplinary System*": the set of sanctions applicable in the event that the Information on the violation reported is found to be substantiated;
- v) "*Violations*": conduct, acts or omissions that harm the public interest or the integrity of the private entity and which consist of:
 - i. Violations of national regulations: this category includes criminal, civil, administrative or accounting offences other than those specifically identified in the following categories⁴.
 - ii. The offences giving rise to the application of Legislative Decree No. 231/2001, as well as violations of the organisational and management models provided for in the aforementioned Legislative Decree No. 231/2001, not attributable to violations of EU law as defined below. It should be noted that these violations do not constitute offences for the purposes of Legislative Decree No. 231/2001 and relate to organisational aspects of the entity that adopts them⁵.
 - iii. Violations of European legislation. These are:
 - Offences committed in violation of EU legislation listed in Annex 1 to Legislative Decree No. 24/2023 and all national provisions implementing it (even if the latter are not expressly listed in the aforementioned annex: offences relating to public contracts; services, products and financial markets and the prevention of money laundering and terrorist financing; product safety and product 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 personal data and security of networks and information systems (for example, so-called 'environmental crimes' such as the discharge, emission or other release of hazardous materials into the air, soil or water, or the illegal collection, transport, recovery or disposal of hazardous waste);
 - Acts or omissions that harm the financial interests of the European Union (Article 325 TFEU combating fraud and illegal activities that harm the financial interests of the EU) as identified in EU regulations, directives, decisions, recommendations and opinions (for example, fraud, corruption and any other illegal activity related to European Union expenditure);
 - Acts or omissions affecting the internal market, which undermine the free movement of goods, persons, services and capital (Article 26(2) TFEU). This includes infringements of EU rules on competition and state aid, company taxation and mechanisms designed to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax legislation;

⁴This category of offences applies exclusively to public sector entities as defined in Article 2(1)(p) of Legislative Decree 24/2023.

⁵The violations in question concern only entities that have adopted organisational and management models pursuant to Legislative Decree 231/2001.

- Acts or conduct that undermine the object or purpose of the European Union provisions in the areas indicated in the previous points. This includes, for example, abusive practices as defined by the case law of the Court of Justice of the European Union (for example, a company operating in a dominant position on the market).
- iv. It should be noted that - given the objective scope of the legislation and the definition provided for in letter v) and the sector in which the Company operates, - 'Violations' in this procedure shall be understood to mean exclusively those selected below:
 - i: Violations of national regulatory provisions;
 - Violations of European legislation;

5. REPORTS COVERED BY THIS PROCEDURE

This procedure concerns Reports of Information on violations, which may concern:

- i. information, including well-founded suspicions, concerning violations committed, which the Whistleblower has become aware of in the Work Context;
- ii. information, including well-founded suspicions, concerning violations which, on the basis of concrete evidence, could be committed and which the Whistleblower has become aware of in the Work Context;
- iii. evidence concerning conduct aimed at concealing such violations.

However, information that is clearly unfounded, information that is already in the public domain, and information obtained solely on the basis of unreliable rumours or hearsay (so-called '*corridor* rumours', as defined by the ANAC Guidelines approved by Resolution No. 311 of 12 July 2023).

6. SCOPE OF APPLICATION

6.1. Corporate perimeter

This document applies to the Recipients as identified above in the 'Definitions' section in point 4. The reporting management process described in this document does not refer to:

- i. commercial communications;
- ii. information of a purely accusatory nature that does not relate to the Violations referred to in Legislative Decree 24/2023;
- iii. disputes, claims or requests related to a personal interest of the reporting person or the person who has filed a complaint with the judicial or accounting authority that relate exclusively to their individual employment relationships, or that relate to their employment relationships with their superiors⁶.

In general, the Company urges its employees to resolve any workplace disputes, where possible, through dialogue, even informal, with their colleagues and/or their direct manager.

⁶ This procedure also does not apply to reports: (i) of violations already governed by mandatory European Union or national legislation indicated in Part II of the Annex to Legislative Decree 24/2023 or by national legislation implementing European Union legislation indicated in Part II of the Annex to Directive (EU) 2019/1937, even if not listed in Part II of the aforementioned Annex; and (ii) violations relating to national security, as well as contracts relating to defence or national security, unless such aspects fall within the scope of relevant secondary European Union legislation.

The provisions governing employees' right to consult their representatives or trade unions, as well as protection against unlawful conduct or acts committed as a result of such consultations, shall remain in force.

6.2. Reporting channels⁷

6.2.1. Internal reporting

In accordance with the law, the Company has set up its own internal reporting channel pursuant to Legislative Decree 24/2023, which guarantees the confidentiality of the identity of the reporting person, the person involved and any other person mentioned in the report, as well as the content of the report and related documentation⁸.

The management of this channel is entrusted to the Whistleblowing Committee, which currently consists of:

- Cristian Lochis

The members of the Committee have been duly appointed, trained in the matter and authorised by the Company to process the personal data contained in the internal reports. The Whistleblowing Committee, as identified, complies with the requirement of autonomy and independence and will have an adequate budget at its disposal, where required.

If the Report concerns one of the members of the Committee, please refer to point 6.5. "*Special cases*". Reports can be

made in the following ways⁹:

- i. in writing, by ordinary post or express courier or registered post or registered post, to the attention of the Whistleblowing Committee at Via Luigi Rodigari 10, 24020 Colzate (BG), marked 'confidential and personal' without indicating the sender. The analogue report must be placed in two sealed envelopes, the first containing the whistleblower's identification details together with an identity document, and the second containing the subject of the report. Both envelopes must be placed in a third envelope marked 'confidential to the Whistleblowing Committee' on the outside.
and
- ii. verbally, by requesting a face-to-face meeting with the Committee within a reasonable time frame [e.g. 10-15 days]. In such cases, with the consent of the reporting person, the internal report may be documented, including by the Committee, by recording it on a device suitable for storage and playback or by drafting a specific transcript. In the case of unrecorded telephone lines or voice messaging systems, or in the case of a direct meeting, the staff member in charge will document the message received by means of a detailed report, which must be countersigned by the reporting person after verification and any necessary corrections. If minutes are drawn up, the reporting person must confirm them by signing them.
- iii. At their request, the reporting person may also be heard through written proceedings by means of written observations and documents.

⁷ In addition to the reporting or disclosure channels indicated in this procedure, Legislative Decree 24/2023 provides in any case for the possibility for the person involved to file a complaint with the judicial or accounting authorities.

⁸ Confidentiality is guaranteed not only for the identity of the reporting person, but also for any other information or element of the report whose disclosure could directly or indirectly reveal the identity of the whistleblower.

⁹ Authorisation is deemed to have been granted pursuant to Article 29 of Regulation (EU) 2016/679 and Article 2-quaterdecies of Legislative Decree 196/2003.

¹⁰ Internal reports submitted to parties other than those referred to in this procedure will be forwarded to the competent party within 7 days, with simultaneous notification of the transmission to the reporting person.

6.2.2. External reporting

The reporting person may also submit an external report to the National Anti-Corruption Authority (ANAC), albeit only on a residual basis and, specifically, only if the following conditions are met:

- i. the internal reporting channel adopted by the Company is not active or is active but does not comply with the provisions of Legislative Decree 24/2023;
- ii. the internal report submitted in accordance with the terms of this procedure has not been followed up;
- iii. the reporting person has well-founded and proven reasons to believe that, if they were to make an internal report, it would not be effectively followed up, or that it could lead to the risk of retaliation;
- iv. the reporting person has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest;
- v. if the conflict of interest has not been addressed in this internal procedure, if the Whistleblowing Committee managing the internal report is in a conflict of interest with respect to a specific report (e.g., as the reported person or the reporting person).

The external reporting channel established by ANAC guarantees, in the same way as the internal channel defined by the Company, the confidentiality of the identity of the reporting person, the content of the report, the person involved and any other persons involved in the report¹¹.

External reports are made in writing via the IT platform provided by ANAC on its website in the section dedicated to "Whistleblowing". Reports may also be made verbally via telephone lines or voice messaging systems, or, at the request of the reporting person, through a face-to-face meeting arranged within a reasonable time frame. The methods for accessing these channels and the relevant instructions are specified by ANAC on its website.

6.2.3. Public disclosure

The reporting person is also guaranteed the possibility of making a public disclosure if one of the following conditions is met:

- i. the reporting person has previously made an internal and/or external report and has not received a response within the terms set out in this procedure regarding the measures planned or taken to follow up on the report;
- ii. the reporting person has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest;
- iii. the reporting person has reasonable grounds to believe that the external report 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 Confidentiality is also guaranteed when the Report is made through channels other than those provided for by Legislative Decree 24/2023 or is received by personnel other than those responsible for processing Reports, to whom it is in any case forwarded without delay. External reports submitted to a party other than ANAC are forwarded to the latter within 7 days of receipt, with simultaneous notification of the forwarding to the reporting person.

6.3. Submission of the report

6.3.1. Internal report

Anyone wishing to make a written internal report may do so as indicated above, attaching the appropriate form in Annex 1 in the manner indicated above.

The online instructions and the form in Annex 1 provide the reporting person with a guided process, structured through a series of questions and requests for supporting evidence, aimed at describing the situation covered by the report in a clear, precise and detailed manner.

Anyone wishing to make a verbal report must request a face-to-face meeting with the Committee, to be held no later than 30 days after the report is made.

As provided for in point 5 above, reports must be based on precise and consistent facts. The reporting person is invited to attach all documentation supporting the reported facts, refraining from undertaking independent analysis and investigation.

6.4. Receipt and analysis of internal reports

Reports are handled primarily by the Committee, which treats internal reports received in a confidential manner, adopting verification methods suitable for protecting the identity of the reporting person and that of the persons involved, as well as the information on the violations received and any element covered by the report.

6.4.1. Preliminary verification

All internal reports received are reviewed by the Committee in order to determine whether the communication received contains the information necessary to preliminarily verify its validity and to be able to initiate subsequent investigations.

The Committee undertakes to issue the reporting person with an acknowledgement of receipt within 7 days of receiving the internal report. [In the case of an internal committee, it is advisable to inform recipients of cases in which the whistleblowing service is suspended, for example due to closures, and to provide for specific procedures in the event of absences due to illness or holidays. Example: If it is impossible to comply with the above terms for reasons not attributable to the Committee (e.g. illness, holidays, scheduled office closures, etc.), the Committee shall ensure that adequate notice is given in accordance with the forms of publicity already in use for the Whistleblowing Policy, as referred to in the previous point.

The Committee diligently follows up on the reports received, maintaining dialogue with the reporting person, from whom it requests information/additional details if necessary.

Without prejudice to the confidentiality of the information received, during the preliminary investigation, the Committee may seek the support of other Company departments or specialist consultants, depending on the specific expertise required in relation to the content of the Report under investigation (subject to compliance with confidentiality and the provisions of Legislative Decree 24/2023).

At the end of the preliminary investigation, the Committee may dismiss internal Reports:

- i. that do not fall within the definition of Violation provided in point 4 letter v) of this procedure or that originate from parties other than the Recipients¹²;
- ii. are unsubstantiated;
- iii. that do not allow for a sufficiently detailed picture to be able to initiate further investigations to ascertain their validity;
- iv. are manifestly unfounded.

¹² In such cases, the Report may be handled in accordance with the procedures already in place for such violations, where relevant, and the Reporting Party shall be notified accordingly.

During the investigation and verification phase, the Committee:

- i. proceeds, if necessary, to hear the reporting person or acquire additional documents;
- ii. ensures the impartiality, fairness and accuracy of the analysis and assessment of the internal report;
- iii. ensures the confidentiality of the information collected and the anonymity of the reporting person, where provided; and
- iv. undertakes not to use internal reports beyond what is necessary to follow up on them adequately.

The Committee - without the express consent of the Reporting Person - may not disclose the identity of the Reporting Person or any other information from which that identity may be inferred, directly or indirectly, such identity to persons other than (i) those competent to receive or follow up on Reports, or those involved in the event of the need for specific activities for the assessment and management of internal Reports, and (ii) those responsible for carrying out any consequent activities¹³ (persons expressly authorised to process such data in accordance with current regulations on privacy and personal data processing).

6.4.1.1. Reports that do not pass the preliminary verification

Internal Reports that do not pass the preliminary stage are archived by the Committee in a specific logical space on the IT platform, including with encryption tools, or using a paper-based system that guarantees the confidentiality of the identity of the reporting person and, in any case, of the information and elements related to the Report, accessible only to the members of the Committee itself.

The confidentiality of such Reports is guaranteed through the *creation of a shared folder with password-protected access limited to Committee members only*.

In any case, internal reports that do not pass the preliminary stage are recorded in the Reports Register.

The Committee records the internal report and the actions taken following its receipt in the Reports Book, always ensuring the confidentiality of the identity of the reporting person and the persons involved, as well as any additional information received. The Reports Book is kept by the Committee itself and made accessible only to persons authorised by the Company.

The Committee shall provide feedback to the reporting person within a reasonable time (and, in any case, within three months of the date of acknowledgement of receipt of the report) regarding the failure to pass the preliminary phase. This shall be without prejudice to any further subsequent action by the Company regarding the reasons for failure to pass.

This is without prejudice to the provisions of point 7 below with regard to (i) Reports that prove to be unfounded and made with intent or gross negligence; (ii) internal Reports that are manifestly opportunistic and/or unfounded and/or made for the sole purpose of damaging the reported person or other subjects and any other case of misuse or intentional exploitation of the Company subject to this procedure, which may be a source of liability, in disciplinary proceedings and in other competent forums.

Therefore, when the criminal liability of the reporting person for the offences of defamation or slander, or civil liability in cases of wilful misconduct or gross negligence, is established, even by a first instance judgment, the protections provided for in this procedure are not guaranteed and the reporting person is subject to disciplinary action (where applicable under the law)¹⁴.

¹³ including, by way of example: the initiation of disciplinary proceedings, as well as corrective actions aimed at avoiding situations similar to those covered by the Report.

¹⁴ For further details on this matter, please refer to the provisions of Article 8.2 of these Regulations and Article 16 "Conditions for the protection of whistleblowers" of Legislative Decree 24/2023.

6.4.1.2. Reports that pass the preliminary verification

If the preliminary verification carried out by the Committee has established that the internal report, which is adequately detailed and accompanied by evidence from which it has been possible to infer its validity, constitutes conduct that is punishable even if only by disciplinary action, the Committee shall:

- a) provide immediate and reasoned information (through an anonymised report) to the functions/bodies responsible for applying the disciplinary and sanctioning system, as referred to in point 7 "Sanctioning and disciplinary system", so that they can decide on the disciplinary action to be taken, also in compliance with the principles of specificity, immediacy and immutability of the charge if the persons involved are employees of the Company¹⁵. As part of their self-determination, these functions/bodies may carry out further investigations and checks, requesting the support of the Committee, which remains the sole interlocutor of the reporting person and guarantees their confidentiality. Where, following further investigations and checks, these functions/bodies:
 - i. consider the conduct to be unquestionable, they shall immediately notify the Committee so that the latter can file the Report, noting it in the Reports Book (with detailed recording of all activities carried out in this regard), while always ensuring the confidentiality of the identity of the reporting person and the persons involved;
 - ii. consider the conduct to be significant, they shall take the necessary action and, in the case of employees, initiate disciplinary proceedings in accordance with the procedures set out in Article 7 of Law 300/1970 and the National Collective Labour Agreement; together with this, the person involved other than the person to whom the violation is attributed must be provided with appropriate privacy information pursuant to Article 14 of the GDPR and in any case within one month of the start of processing.
- b) inform the management body (*Board of Directors*) for the assessments within its competence, highlighting the subject of the report, the outcome of the investigation, any activation of the penalty system, as well as any corrective actions aimed at avoiding similar situations in the future¹⁶.

The Committee undertakes to process internal Reports received within a reasonable time and to provide Feedback¹⁷ on the matter (using the same means of communication used by the Reporting Person or, if otherwise specified, the means of communication chosen by the Reporting Person) to the Reporting Person within three months of the date of acknowledgement of receipt or, in the absence of such acknowledgement, within three months of the expiry of the seven-day period from the submission of the Report.

6.5. Special cases

6.5.1. Reports concerning members of the Committee

Where the internal Report containing serious, precise and consistent elements concerns one or more members of the Committee, or if the latter are in any way involved or affected by the Report or are themselves reporting parties, the Report must be sent to the Board of Directors, either by hand delivery of any supporting documentation to the Chief Executive Officer or by registered letter with return receipt or express courier addressed to the Company's registered office at Via Luigi Rodigari 10, 24020 Colzate (BG), with the following wording: *"Confidential. For the attention of the Chairman of the Board of Directors, Mr Martin Scherrer.*

The Board of Directors, after consulting with the Board of Statutory Auditors and collectively assessing whether the internal report contains the information necessary to preliminarily verify its validity and initiate the subsequent

¹⁵ In such circumstances, disciplinary measures shall be applied in accordance with the provisions of Article 7 "Disciplinary sanctions" of Law 300 of 1970 (Workers' Statute) and the CCNL (National Collective Labour Agreement).

¹⁶ By way of example, the management body may issue warnings or disciplinary fines. The body has the right, if the conditions are met, to report the matter to the judicial authorities.

¹⁷ This may consist of communicating the closure of the case, initiating an internal investigation and, if necessary, taking appropriate disciplinary action.

¹⁷ This may consist of notification of the closure of the case, the initiation of an internal investigation and, where appropriate, the relevant findings, the measures adopted to address the issue raised, or referral to a competent authority for further investigation.

investigation activities, follows up on the same by carrying out the investigation, also making use of company expertise and, where appropriate, specialised consultants, always in compliance with the confidentiality requirements laid down by law and the provisions contained in this document.

The investigation follows the procedure described herein.

The decision of the Board of Directors is formalised through a written resolution.

6.5.2. Anonymous reports

The Company allows the Whistleblower to submit the Report anonymously, provided that it is detailed and contains sufficient evidence to pass the preliminary verification.

The Company will process and store anonymous reports in accordance with the general criteria for storing reports described above, thus making it possible to trace the identity of the reporting person if they or the person who made the complaint informs ANAC that they have suffered retaliatory measures as a result of that anonymous report or complaint.

In cases of anonymous reporting, complaints to judicial authorities or public disclosure, if the reporting person is subsequently identified and suffers retaliation, the protective measures provided for in cases of retaliation shall apply. 7. SYSTEM

SYSTEM

In cases where, following investigations, the information regarding violations reported internally is found to be substantiated, the body/function responsible for activating the sanctioning system decides what type of sanction to impose on the persons who committed the violation.

Depending on the status of the person involved and the legal and contractual framework of the employees, the Disciplinary System is activated by:

- i. the Chief Executive Officer (CEO) or Chief Financial Officer (CFO) in the case of a non-executive employee;
- ii. the Board of Directors if it is a manager or in relation to the termination or revocation of a collaboration relationship between a top manager and the Company;
- iii. Shareholders' Meeting, if he/she is a Statutory Auditor;
- iv. Shareholders' Meeting, if he/she is a Director;
- v. Board of Directors, if a member of the Committee;
- vi. Chief Executive Officer or attorneys-in-fact, with adequate powers if a third party.

The penalty must be proportionate and graded according to the seriousness of the offence, in compliance with the regulations applicable at the time.

If the reporting person is jointly responsible for the violations, they will receive preferential treatment compared to other jointly responsible persons, in accordance with the violation committed and the applicable regulations. In any case, the protection guaranteed by Legislative Decree 24/2023 safeguards the reporting person from direct and indirect retaliatory reactions caused by their report and the application of disciplinary sanctions resulting from it, but does not establish a general exemption for all disciplinary violations that the employee, alone or in conjunction with others, may have committed, at most being able to take into account - for the purposes of choosing the sanction to be imposed - their active repentance and the collaborative activity carried out during the investigation of the facts.

The identity of the Reporting Person and any other information from which that identity may be inferred, directly or indirectly, may not be disclosed without their express consent¹⁸. The free, specific, unequivocal and informed consent of the Reporting Person shall be collected in writing and kept by the Committee in the documentation relating to the Report.

¹⁸ This procedure also protects the identity of the person involved and of the persons mentioned in the report until the conclusion of the proceedings initiated as a result of the report, in accordance with the same guarantees provided for the reporting person.

In disciplinary proceedings, the identity of the reporting person cannot be disclosed if the disciplinary charge is based on separate and additional findings to those in the report, even if they are related to it. If the charge is based, in whole or in part, on the report and knowledge of the identity of the reporting person is essential for the defence of the accused, the report may be used for the purposes of the disciplinary proceedings only with the express consent of the reporting person to the disclosure of their identity: the Committee, if it has not already done so, shall therefore obtain the consent of the reporting person, informing the latter in writing of the reasons for the need to disclose their identity or other information from which it could potentially be inferred, in order to fully follow up on the report, i.e. for the purposes of the disciplinary proceedings, including for the defence of the person involved.

If the reporting person refuses to consent to the disclosure of their identity, the Committee shall close the internal report without further action.

This procedure does not affect the criminal and disciplinary liability of the reporting person in the event of slanderous or defamatory reporting pursuant to the Criminal Code and Article 2043 of the Civil Code.

The behaviour of those who make reports that prove to be unfounded, either intentionally or through gross negligence, is also punishable.

Any abuse of this procedure, such as internal reports that are manifestly opportunistic and/or unfounded and/or made for the sole purpose of damaging the reported person or other individuals, and any other case of misuse or intentional exploitation of the Company subject to this procedure, shall be grounds for disciplinary action and other appropriate measures.

Therefore, when the criminal liability of the reporting person for the offences of defamation or slander, or civil liability in cases of wilful misconduct or gross negligence, is established, even by a first instance judgment, the protections provided for in this procedure are not guaranteed and the reporting person is subject to disciplinary action (where applicable under the law)¹⁹. Legislative Decree 24/2023 also provides that in such cases, ANAC may impose an administrative fine of between €500 and €2,500 on the reporting person²⁰.

8. PROTECTION OF THE REPORTING PERSON AND APPLICATION OF PROTECTIVE MEASURES

8.1. Prohibition of retaliation

Any form of retaliation against the reporting person is prohibited.

Pursuant to the law, the prohibition of retaliation and, in any case, the protective measures provided for by Legislative Decree 24/2023 with regard to the reporting person also apply to:

- a) to facilitators;
- b) to persons in the same working environment as the reporting person, the person who has filed a complaint with the judicial or accounting authorities, or the person who has made a public disclosure, and who are linked to them by a stable emotional bond or kinship within the fourth degree;
- c) to the work colleagues of the reporting person or the person who has filed a complaint with the judicial or accounting authorities or made a public disclosure, who work in the same working environment as the reporting person and who have a regular and ongoing relationship with that person;
- d) entities owned by the Reporting Person or the person who has filed a complaint with the judicial or accounting authorities or made a public disclosure, or for which the same persons work, as well as entities operating in the same working environment as the aforementioned persons.

The reasons that led the Reporting Person to report, complain or make a public disclosure are irrelevant for the purposes of their protection.

¹⁹ For further details on this matter, please refer to the provisions of Article 16, "Conditions for the protection of whistleblowers," of Legislative Decree 24/2023.

²⁰ Article 21, paragraph 1, letter c) of Legislative Decree 24/2023

As mentioned in point 6.5.2 above, the conditions for protection also apply in cases of anonymous reporting (internal and/or external) or complaints to judicial or accounting authorities or public disclosure, if the reporting person has subsequently been identified and has suffered retaliation, as well as in cases of reports submitted to institutions, to the competent bodies and organisations of the European Union, in accordance with the conditions set out in this procedure (as well as Article 6 of Legislative Decree 24/2023).

Retaliation in the workplace against reporting persons must be reported to ANAC, which in turn will inform the National Labour Inspectorate for the measures within its competence: it is important that those who have suffered retaliation do not send the report to parties other than ANAC in order not to undermine the protections guaranteed by Legislative Decree 24/2023, first and foremost confidentiality.

As provided for in the Regulations for the management of external reports and for the exercise of ANAC's sanctioning powers in implementation of Legislative Decree 24/2023, approved by Resolution No. 301 of 12 July 2023, communications and reports that may give rise to disciplinary proceedings governed by the aforementioned Regulations are forwarded to ANAC using the form available on the ANAC website (<https://www.anticorruzione.it/-/whistleblowing - Section 5 of the Form>), which uses encryption tools and guarantees the confidentiality of the identity of the whistleblower and the content of the communication and report, as well as the related documentation.

Any actions taken in violation of the prohibition of retaliation are null and void, and any whistleblower who has been dismissed as a result of the report (internal and/or external), public disclosure or complaint to the judicial or accounting authorities is entitled to be reinstated in their job²¹.

In the context of judicial or administrative proceedings or, in any case, out-of-court disputes concerning the investigation of prohibited conduct, acts or omissions against the Reporting Person, it is presumed that such conduct, acts or omissions were carried out as a result of the Report (internal and/or external), public Disclosure or complaint to the judicial or accounting authorities. By law, the burden of proving that such conduct or acts are motivated by reasons unrelated to the Report (internal and/or external), Public Disclosure or complaint lies with the person who committed them (e.g. Employer).

Furthermore, in the event of a claim for compensation submitted to the judicial authorities by the reporting person, if the latter proves that they have made a Report (internal and/or external), a Public Disclosure or a complaint to the judicial or accounting authorities and that they have suffered damage, it is presumed, unless proven otherwise, that the damage is a consequence thereof.

According to the ANAC Guidelines approved by Resolution No. 311 of 12 July 2023, not all persons recognised as being protected against retaliation can benefit from the reversal of the burden of proof; specifically, those persons who, having a qualified connection with the whistleblower, complainant or public discloser, could suffer retaliation because of that connection are excluded from this benefit.

These are facilitators, persons in the same working environment, work colleagues and also legal entities in cases where they are entities owned by the whistleblower, complainant or public discloser, or entities where they work or entities operating in the same working environment: all these persons, if they complain of having suffered retaliation or damage, are therefore subject to the ordinary burden of proof.

8.2. Conditions for the application of protection from retaliation

In accordance with the provisions of the ANAC Guidelines approved by Resolution No. 311 of 12 July 2023, the application of the protection against retaliation regime provided for in the Decree is subject to the following conditions and requirements:

- the Whistleblower has reported, denounced or made public disclosure based on a reasonable belief that the information on the violations reported, disclosed or denounced is true and falls within the objective scope of application of the Decree;
- the Report or Public Disclosure was made in compliance with the provisions of Legislative Decree 24/2023;

²¹ The judicial authority shall take all measures, including provisional measures, necessary to ensure the protection of the subjective legal situation, including compensation for damages, reinstatement in the workplace, an order to cease the conduct in violation of the prohibition of retaliation, and a declaration of nullity of the acts adopted in violation of Legislative Decree 24/2023.

- There must be a causal link between the report, disclosure and complaint made and the retaliatory measures suffered.

Furthermore, the Whistleblower loses the protections provided for if it is established:

- even with a first instance judgment, the criminal liability of the reporting person for the offences of defamation or slander, or where such offences are committed with the report to the judicial or accounting authority
- civil liability for the same offence due to wilful misconduct or gross negligence.

8.3. Limitations of liability pursuant to Article 20 of Legislative Decree 24/2023

Pursuant to the law, the reporting person who discloses or disseminates information on violations covered by the obligation of secrecy, other than that referred to in Article 1, paragraph 3 of Legislative Decree 24/2023²², or relating to the protection of copyright or personal data, or who discloses or disseminates information on Violations that damage the reputation of the Person involved or reported, when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of such information was necessary to reveal the Violation, and the Report (internal and/or external), public disclosure or reporting to the judicial or accounting authorities was carried out in compliance with the provisions of Legislative Decree 24/2023. In such cases, any further liability, including civil or administrative liability, is also excluded.

Unless the act constitutes a criminal offence, the Company or the reporting person shall not incur any liability, including civil or administrative liability, for acquiring or accessing the Information on Violations.

In any case, criminal liability and any other liability, including civil or administrative liability, is not excluded for conduct, acts or omissions not related to the Report (internal and/or external), to the report to the judicial or accounting authorities or to public disclosure, or which are not strictly necessary to reveal the Violation.

9. RETENTION AND ARCHIVING

The Committee is informed of any sanctions imposed in response to internal and external Reports. The relevant company department (HR) archives the documentation relating to the sanctioning and disciplinary process.

The Committee shall therefore archive the documentation relating to the internal report, received via electronic means, and its preliminary investigation, in a specific logical space that guarantees – using encryption tools – or in analogue form, the confidentiality of the identity of the reporting person and the elements of the report, accessible only to members of the Committee.

Any paper documentation, as well as the Report Book kept by the internal Committee, must be stored by the Committee itself and made accessible only to persons authorised by the Company²³.

Internal reports received are kept for the time necessary to process them and, in any case, for no longer than five years from the date of notification of the final outcome of the reporting procedure, in compliance with the confidentiality obligations set out in Article 12 of Legislative Decree 24/2023 and the principle set out in Articles 5, paragraph 1, letter e) of Regulation (EU) 2016/679 and 3, paragraph 1, letter e).

The Committee may, however, keep a Register of Reports in which the personal data relating to the reporting person, the persons involved, indicated as possible perpetrators of the unlawful conduct, as well as those involved in various capacities in the internal report must be anonymised²⁴.

²² Article 1, paragraph 3 of Legislative Decree 24/2023 provides: "The application of national or European Union provisions on: a) classified information; b) legal and medical professional secrecy; c) the secrecy of the deliberations of judicial bodies shall remain unaffected."

²³ It is hereby declared that a specific impact assessment has been carried out regarding the risks to the rights and freedoms of Whistleblowers with reference

the processing of their personal data, and that the legal and technical tools described in this Procedure for the submission, management and storage of Reports have been found to be suitable for ensuring the confidentiality of the individuals involved, as well as the correct and legitimate processing of personal data carried out in the context of Reports.

10. REPORTING

The Committee reports annually to the Board of Directors on the proper functioning of the internal reporting systems, providing in its report aggregate information on the results of the activities carried out and the follow-up given to the internal reports received.

In drafting this report, the Committee is required to comply with the provisions of the regulations on the protection of the identity of the reporting person and with the applicable legislation on the protection of personal data.

11. COMMITTEE RESOLUTIONS²⁵

The Committee meeting is valid if at least a majority of its members are present. Resolutions are adopted with the favourable vote of at least 50%+1 of the members present; in the event of a tie, the Chair of the Committee has the casting vote.

The Committee is convened by the Chair or one of its members, specifically the person who received notification of the Report. The meeting must be convened promptly, approximately within 7 days of notification of receipt of the Report and, in any case, within a reasonable time frame to ensure that the reporting person receives a response within 7 days.

The meeting may also be held by videoconference.

12. APPROVAL, ENTRY INTO FORCE AND TRANSMISSION OF THE PROCEDURE

This procedure was approved on 01/12/2023, following notification to the RSA/RSU/OO.SS [In implementing the internal reporting channel, Article 4 of Legislative Decree 24/2023 requires the company to consult 'the trade union representatives or organisations referred to in Article 51 of Legislative Decree No 81 of 2015', i.e. the company trade union representatives (or the single trade union representative) or the trade union associations that are comparatively more representative at national level.

The wording of the provision suggests that the involvement of the trade union by the company is purely informative. With regard to the identification of the trade union to which the company must provide information, precisely because of the reference to Article 51 of Legislative Decree No. 81/2015, it is considered that, where there are company trade union representatives or a single trade union representative in the company, the obligation must be fulfilled towards them; whereas, in the case of companies without such representatives, the local organisations of the most representative trade unions at national level must be informed. Before proceeding with the relevant obligation, it is advisable to consult the association offices in order to assess the individual company case.

It comes into force on 17/12/2023 and is sent to the Recipients in the following ways:

- by email to Recipients with a company email address;
- posted on company notice boards in an easily accessible location;
- published on the company IT system www.cmc-texpan.com in the dedicated section. For

anything not covered herein, please refer to Legislative Decree 24/2023.

Attached

- [Attachment 1 - Reporting Form](#);
- [Attachment 2 - Privacy Policy - Reporting Person](#).

For any further clarification, please refer to the ANAC guidelines: <https://www.anticorruzione.it/-/whistleblowing> or contact the Committee at the following email address:

²⁴The storage of anonymised data does not violate the provisions of Article 12 of Legislative Decree 24/2023 with regard to the retention period for personal data and complies with the provisions of Article 5, paragraph 1, letter e) of Regulation (EU) 2016/679.

²⁵Possible provision in the event of a Whistleblowing Committee established as a collegiate body.