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		15/12/2023

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HR-PR-0002

Whistleblowing Policy

*Procedure for managing the internal reporting channel
of unlawful conduct*

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Checked by			
Approved by	Board of Directors	Date of issue	15/12/2023

Updates

Version	Date	Reason for the change	Approved by

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1. Purpose

The purpose of this Procedure is to encourage the reporting of actions or events that may constitute unlawful conduct and to regulate the receipt and management of these reports by S.I.A.T. S.p.a. (hereinafter referred to as "S.I.A.T." or "Company"), implementing the new legislation on *Whistleblowing*. This objective is pursued both by creating reporting channels within and outside the company, and by adopting a report management procedure, guaranteeing the confidentiality of the whistleblower and of the information communicated and protecting them from possible retaliation.

2. Scope

3. Reference documents

Italian Legislative Decree no. 24/2023, in force since 30 March 2023, implementing EU Directive 2019/1937, repealed the previous legislation on *whistleblowing* and introduced new regulations.

On 12 July 2023, ANAC (National Anti-Corruption Authority) adopted its Guidelines and established the external reporting channel.

On 27 October 2023, Confindustria adopted the Guidelines that take into account ANAC's previous indications (titled "Operational Guide for Private Bodies").

Italian Legislative Decree no. 24/2023 provides two deadlines for the implementation of the new *whistleblowing* regulations:

- starting from 15 July 2023, all public bodies and private bodies that employed an average of 250 or more workers in the previous calendar year (2022) must implement the new whistleblowing regulations;

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- starting from 17 December 2023, the private bodies that employed, on average, between 50 and 249 workers in 2022 must implement the new whistleblowing regulations (this is the case of S.I.A.T.).

The private bodies that employed less than 50 workers in 2022 are not required to adopt the new procedure or establish internal reporting channels, unless they have adopted the Organisation, Management and Control Model *pursuant to* Italian Legislative Decree 231/01 (hereinafter "Model 231").

4. Responsibilities

N/A

5. FLOW CHART

N/A

6. Process

6.1 UNLAWFUL CONDUCT

In the year 2022, S.I.A.T. employed, on average, between 50 and 250 workers and did not adopt Model 231.

Therefore, according to the Confindustria Guidelines¹, reports can only concern violations of European Union law². In particular:

¹ See "Operational Guide for Private Bodies", cit., p. 10.

² Art. 3, para. 2, lett. a), of Decree no. 24 of 2023, with respect to Private Bodies, with an average of more than 50 workers, which have not adopted Model 231, indicates as reportable behaviours those referred to in Art. 2, para. 1, lett. a), numbers 3), 4), 5) and 6) of the same Decree. No. 3) of this provision mentions "*offences that fall within the scope of the European Union or national acts indicated in the annex to this Decree, or of the national acts which constitute the implementation of the European Union acts*" in relation to relevant matters: public contracts; financial services, products and markets; prevention of money laundering and terrorist financing; product 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. No. 4) concerns "*acts or omissions that harm the financial interests of the European Union*"; no. 5) refers to "*acts or omissions relating to the internal market*" of the EU; therefore, matters such as State aid and competition, and no. 6) indicates "*acts or behaviours that nullify*

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- Offences committed in violation of European Union legislation relating to the following sectors: public contracts; financial services, products and markets; prevention of money laundering and terrorist financing; product 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 (thus, for example, violation of the rules on the awarding of public contracts and concessions, as well as environmental crimes);
- acts or omissions that harm the financial interests of the European Union (referred to in Art. 325 of the TFEU), as identified in EU regulations, directives, decisions, recommendations and opinions (for example fraud and corruption committed within the EU);
- acts or omissions relating to the internal market of the European Union, which compromise the free movement of goods, people, services and capital (Art. 26, para. 2 of the TFEU) - (for example, violations of EU regulations on competition and State aid);
- acts or behaviours that nullify the object or purpose of the provisions of the European Union in the sectors indicated in the previous points (for example the dominant position of a company that compromises effective and fair competition).

On the other hand, reports relating to the whistleblower's personal interests, which may include their individual work relationships or work relationships with their direct supervisors (for example, employment disputes, discrimination, conflicts between colleagues) are excluded from the scope of the new regulations.

the object or purpose of the provisions of the European Union acts" referred to in the previous numbers 3), 4) and 5).

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If the report is excluded from the scope identified in this paragraph, it may still be processed by the report manager, if deemed potentially significant for the Company, but without implementing these *whistleblowing* regulations and without protecting the whistleblower.

6.2 HOW TO SEND A REPORT

In the event that one of the subjects indicated in paragraph 8, on the basis of concrete elements, has information or even only a well-founded suspicion that unlawful conduct, as referred to in paragraph 6.1, has occurred or may occur, they can send a report to the **report manager, identified by S.I.A.T. in the lawyer Rossana Lugli, a qualified external professional, expert in corporate criminal law and corporate liability pursuant to Italian Legislative Decree 231/01**, using one of the following methods:

- in writing: by ordinary mail.

In this case, it is necessary to place the report in two envelopes including the identification data of the whistleblower, together with a copy of their ID; in the first envelope and the report itself (with the content indicated in paragraph 7, *below*) in the second one.

Both envelopes must be placed in a third envelope addressed to: "Avv. Rossana Lugli, c/o Studio Legale Iudica & Partners, via Cesare Battisti no. 15, 20122 – Milano".

The words "*reserved for the report manager*" must also be written on the third envelope.

- Verbally: by requesting a meeting with the report manager, by ordinary mail addressed to: "Avv. Rossana Lugli, c/o Studio Legale Iudica & Partners, via Cesare Battisti no. 15, 20122 – Milano". In this case too, the

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words “*reserved for the report manager*” must be written on the envelope.
The meeting must be scheduled by the report manager within three weeks.

The whistleblower can decide which method to use for their report, choosing between the two methods indicated.

Both methods are suitable to ensure the confidentiality of the identity of the whistleblower and of the people involved (for example, the person reported, any facilitator and any third parties involved), of the contents of the report and of the documentation relating to it³.

6.3 CONTENTS OF THE REPORT

The report must concern behaviours, acts or omissions of which the whistleblower (a natural person) has become aware in the employment context in which they operate (and, therefore, either directly at S.I.A.T. or regarding work relationships maintained with the Company).

The reports must be as detailed as possible, in order to allow for the events to be verified and evaluated by the report manager.

In any case, the following essential elements of the report must be clear in order to decide whether or not the report is admissible:

³ It is possible to send a report to ANAC via its institutional website, if one of the following conditions is met at the time of its sending:

- the Company's internal reporting channel is not envisaged or is not active;
- the report made via the Company's internal channel has had no follow up;
- there are reasonable grounds to believe that the internal report has no follow up or may lead to the risk of retaliation.

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1. the identification data of the whistleblower (name, surname, place and date of birth), and a contact address (email address or home address) to which subsequent updates can be sent;
2. the circumstances of time and place, as well as the description of the events to be reported;
3. the ways in which the whistleblower became aware of the events described in the report and whether there is a personal interest linked to it;
4. the personal details or other elements that allow for the reported person to be identified;
5. where possible, the documents supporting the report.

The report is inadmissible if:

- the essential elements indicated above in numbers 1; 2; 3; 4 and 5 are missing; or
- the events described cannot be attributed to unlawful conduct as indicated in paragraph 6.1; or
- the description of the events is so generic that it is not understood; or
- only documentation is produced without the indication of unlawful conduct.

If the report does not contain the whistleblower's contact details, or in the case of anonymous reports or reports that are inadmissible for the reasons indicated above, this *Whistleblowing*⁴ procedure will not apply.

Reports with purely defamatory, slanderous or discriminatory purposes or that contain abusive expressions are forbidden, and the Company may take appropriate action.

⁴ In this case, the report manager will still be able to follow up on the report - deemed potentially significant for the Company - if timely, detailed and documented, but without implementing the new *whistleblowing* regulations and the relative protection of the whistleblower, see *paragraph 8* below.

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6.4 REPORT MANAGEMENT

The internal channel is managed, as mentioned above, by a qualified external professional, who can operate in autonomy and has suitable training in report management.

In fact, the identified manager has the following requirements:

- impartiality: understood as the lack of conditioning and prejudice towards the parties involved in the *whistleblowing* reports; and
- independence: understood as autonomy and freedom from influence or interference from the *management*.

The report management sends, no later than seven days after receiving the report, to the address provided by the whistleblower in the report (as indicated in paragraph 6.3, email address or home address), the acknowledgement of receipt of the same.

If the internal report is presented to a person other than the report manager identified by S.I.A.T., and it is clear that it is a *whistleblowing* report (for example because "*reserved for the report manager*" or another similar indication is written on the envelope), it must be sent within seven days of its receipt to the report manager, without keeping a copy.

Once the report has been received by the report manager, the latter must inform the whistleblower, within seven days of receipt, that the report was received from another person.

In order to decide whether or not to proceed with the investigation, the report manager carries out a preliminary assessment, verifying that:

- the whistleblower is a person entitled to send a report, pursuant to paragraph 8 of this Procedure;

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- the subject of the report falls within the scope of the regulations referred to in paragraph 6.1 of this Procedure;
- the admissibility requirements for the report indicated in paragraph 6.3 of this Procedure are met⁵.

In case of doubt regarding the admissibility or prosecutability of the report, the manager may decide to listen to the author of the report and/or the person responsible for the alleged violation.

After the screening phase, the manager will proceed with the specific verifications, analyses and assessments regarding the validity of the events reported.

To this end, the report manager can:

- acquire information directly, also by means of *audits* of internal and external parties;
- involve departments, people and company structures or specialised external parties.

After the verification phase:

- if the report is not deemed to be well-founded, it is filed by the report manager, who then communicates the reasons to the whistleblower;
- if, on the other hand, the report is found to be well-founded, the manager communicates the outcome of the investigation to the Board of Directors of S.I.A.T., or to the person delegated by it, so that the Company can take appropriate corrective measures and adopt sanctions against the person who committed the offence.

⁵ As mentioned above, if the three requirements indicated are not met, the report - considered potentially significant for the Company - if timely, detailed and documented, can still be processed by the report manager, but without implementing the new *whistleblowing* regulations and without protecting the whistleblower.

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The report manager, if requested by the Board of Directors or by the person delegated by it, can express, as a purely consultative body, any opinions regarding the corrective measures to be taken.

The report manager must in any case provide feedback to the whistleblower within three months from the date of the acknowledgement of receipt.

Within the above mentioned deadline, the report manager communicates to the whistleblower, at the address provided by them:

- the filing of the report and the reasons therefor; or
- the validity of the report and the transmission of the information to the

Board of Directors or to the person delegated by it.

If the investigation activity cannot be concluded within the above mentioned three-month period, the report manager must inform the whistleblower of the activities carried out up to that point and then of the outcome of the investigation as soon as possible.

6.5 PROTECTION OF THE WHISTLEBLOWER: CONFIDENTIALITY AND PROHIBITION OF RETALIATION

S.I.A.T. and the report manager protect the whistleblower by:

- a) guaranteeing the confidentiality of their identify and any other information, including the attached documentation;
- b) prohibiting and condemning any retaliatory or discriminatory act against them.

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In particular, with respect to letter a), the identity of the whistleblower cannot be revealed in the disciplinary proceedings activated by S.I.A.T. to the reported person following a report found to be well-founded.

However, if the identity of the whistleblower is essential for the defence of the reported person, the report can only be used with the whistleblower's express consent. If the whistleblower denies their consent, the report cannot be used in the disciplinary proceedings which, therefore, cannot be started or continued in the absence of further elements on which to base the dispute.

In any case, if the conditions are met, the Company still has the right to submit the report to the judicial authority.

With respect to letter b), S.I.A.T. and the report manager protect the whistleblower from any form of retaliation, discrimination or penalisation that may arise from the report made in good faith.

A retaliatory act means any behaviour, even if only attempted or threatened, that occurs in the employment context and that leads – directly or indirectly – to unfair damage to the whistleblower, to any facilitator, to the witness or to the reported person⁶.

⁶ The Decree provides a list of possible retaliatory cases, although not exhaustive and not compulsory: a) dismissal, suspension or equivalent measures; b) demotion or lack of promotion; c) change of functions, change of place of work, reduction of salary, change of working hours; d) suspension of training or any restriction to access it; e) negative merit notes or negative references; f) the adoption of disciplinary measures or other sanctions, including pecuniary ones; g) coercion, intimidation, harassment or ostracism; h) discrimination or otherwise unfavourable treatment; i) failure to convert a fixed-term employment contract into a permanent employment contract, where the worker was legitimately expecting it; j) failure to renew or early termination of a fixed-term employment contract; m) damage, including damage 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) improper listing 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 the contract for the supply of goods or services; p) cancellation of a licence or permit; q) the request to undergo psychiatric or medical tests.

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In any case, the Confindustria Guidelines specify that the forms of protection indicated above are recognised only if:

- the whistleblower, when the report was submitted, had a “*well-founded reason*” to believe that the information was truthful and fell within the scope of the regulations;
- the report was sent according to the methods indicated above.

The whistleblower must therefore be highly diligent when evaluating the information, which cannot be based on simple assumptions, “rumours” or news within the public domain.

6.6 PROHIBITION OF SENDING REPORTS IN BAD FAITH

Should it be clear that the report was sent in bad faith, the report manager will inform the Board of Directors, or the person delegated by it, who can adopt the disciplinary measures deemed most appropriate and/or the sanctions provided for by the CCNL (National Labour Contract) against the whistleblower.

If the report sent in bad faith also includes the details of a crime, the relative information can be sent by the Company to the competent Public Prosecutor's Office, without prejudice to the Company's right to request compensation for the damage caused by the report.

6.7 COMMUNICATION TO THE BOARD OF DIRECTORS

In compliance with the guarantees of protection of the whistleblower, the report manager sends the Board of Directors an annual report containing a summary of all the reports received, the activities carried out and the results of such activities.

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6.8 FILING THE DOCUMENTS

The reports received, the preliminary documents and all other documentation are kept for the time strictly necessary to manage the report, and in any case no more than five years from the date of communication of the final outcome of the reporting procedure.

This documentation will be filed by the report manager.

6.9 PROCESSING OF PERSONAL DATA

The information and personal data communicated in the context of reports are processed in accordance with the applicable laws, including legislation on the protection of *privacy*.

Any personal data that is clearly not useful for processing a specific report is not collected or, if collected accidentally, it is deleted immediately.

The processing of personal data relating to the receipt and management of reports is carried out by the report manager and by the Company as data controllers, providing appropriate information to the whistleblowers and to the people involved, as well as adopting appropriate measures to protect the rights and freedom of the interested parties (according to the policy adopted by the Company).

7. Annexes

8. Distribution List

This Procedure applies to **natural persons** with the following functions:

- S.I.A.T. shareholders;

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- people with administration, management, control, supervisory or representation functions (all members of the Board of Directors, managers and attorneys) of S.I.A.T.;
- S.I.A.T. employees and self-employed workers;
- S.I.A.T. volunteers and trainees;
- freelancers and consultants who carry out activities for S.I.A.T.;
- collaborators who supply goods or services or who carry out works in favour of S.I.A.T. (*partners* and suppliers of the Company)⁷.

These people are also protected for reports sent after the termination of the employment relationship with S.I.A.T. (for information acquired during the relationship) or when the relationship has not yet begun (for information acquired during the preliminary phases).

This regulation will not, on the other hand, apply to reports submitted by subjects not included in the previous list.

To implement this *Whistleblowing* Procedure, it is disseminated by positing it on the Company's noticeboard and publishing it on S.I.A.T. S.p.a.'s website. S.p.a. (<https://www.siat.com/>).

⁷ The guarantees provided for by this procedure also apply:

- to the natural person who assists the whistleblower in the reporting process, working within the same employment context and whose assistance must be kept confidential (so-called "facilitator");
- to people from the same employment context of the whistleblower who are linked to them by a stable emotional or kinship bond within the fourth degree;
- to the whistleblower's colleagues who work in the same employment context and who have a regular and current relationship with said person.