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	<b>Regulation on the procedure for reporting offences and irregularities - Whistleblowing</b>		
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***Title: Regulation on the procedure for reporting offences and irregularities - Whistleblowing***

	<b><i>Business Function</i></b>	<b><i>Name</i></b>	<b><i>Date</i></b>	<b><i>Signature</i></b>
<b><i>Drafting</i></b>	Human Resources Director	Bottinelli Silvia	31/03/2020	<b><i>Sign only on Original</i></b>
<b><i>Checking and Approval</i></b>	Quality Assurance Manager	Beatrice Bellanti	31/03/2020	<b><i>Sign only on Original</i></b>
	Employer	Alessandro Sidoli	31/03/2020	<b><i>Sign only on Original</i></b>
<b><i>Revision</i></b>	Human Resources Director	Bottinelli Silvia	01/01/2024	<b><i>Sign only on Original</i></b>
<b><i>Checking and Approval</i></b>	Quality Assurance Manager	Beatrice Bellanti	01/01/2024	<b><i>Sign only on Original</i></b>
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## 1. PREMISE AND APPLICATION

Law 30 November 2017, n. 179, "Provisions for the protection of those who report crimes or irregularities of which they have become aware in the context of a public or private employment relationship", has extended the protections for the reporting party (the "Whistleblower") also with regard to the Supervisory Body provided for pursuant to Article 6 of Legislative Decree 231/01.

Axxam S.p.A. (the "Company") intends to comply with the foregoing requirements. This Procedure constitutes the formalization of the shared rules and has also been drawn up considering the provisions of Directive 2019/1937 (adopted at European level and expected to be adopted for Italy in 2021) and the subsequent Legislative Decree no. 24/2023, which revises the new whistleblowing regulations in Italy.

It should be remembered that Axxam has decided for a completely outsourced<sup>1</sup> service certified according to international good practices for Ethic Points, this allows:

1. Real protection of the Whistleblower and possibility of managing any retaliation
2. Transparent information about the service (inserted as a contractual obligation)
3. Information systems external to the Company's structure
4. Advice to the Whistleblower
5. Maintaining records even after changes in organizational structure

This independent service is the key to understanding this Procedure.


The Whistleblowing Procedure is an integral part of the Organisation, Management and Control Model and regulates the management of reports of unlawful conduct and related forms of protection.

It therefore applies mainly to employees and/or collaborators (the "Worker") of the Company, but also to former employees, partners or suppliers as it aims to define clear rules for the protection of the Whistleblower: prohibition of retaliation and at the same time prohibition of untruthful or informing reports.

As far as possible, this Procedure is used and applied for reports from other recipients (e.g. customers and suppliers) and does not apply to the handling of complaints.

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<sup>1</sup> The outsourced service complies with the provisions on privacy (GDPR). The processing of the Worker's data is governed by Italian law, by the consent signed at the time of recruitment or by the consent given at the time of reporting.

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## 2. GLOSSARY

The abbreviations and definitions used in this procedure are as follows:

<i>HRD</i>	Human Resources Director
<i>KOS</i>	Chief Operating Officer
<i>Cda</i>	Board of Directors
<i>Supervisory body</i>	Supervisory Body

## 3. DEFINITION OF THE WHISTLEBLOWING PROCEDURE

The expression *Whistleblower* refers to a Worker<sup>2</sup> of the Company, a Partner or supplier (in general all recipients of the Model 231) who reports violations or irregularities of which he or she has become aware due to his or her employment relationship and activities.

Whistleblowing, from this point of view, is a concrete manifestation of civic sense, through which the whistleblower contributes to the emergence and prevention of risks and situations detrimental to the society to which he belongs and, consequently, to the collective interest.

Whistleblowing, therefore, is the procedure that on the one hand encourages reporting and on the other protects the complainant (whether he or she is an employee of the Company or not).

The main purpose of *whistleblowing* is to prevent or solve a problem internally and promptly and is fully consistent with the constant striving for qualitative improvement that characterizes the Company.


## 4. PURPOSE OF THE REGULATION

This document is intended to provide precise indications to provide certain answers on the procedures and measures adopted for the management of the complaint by the Whistleblower, identifying and removing possible factors that could in some way prevent or slow down the use of this important tool.

The purpose of the procedure for the management of reports is to protect and safeguard the confidentiality of the identity of the Whistleblower at every stage (from the receipt of the report to its subsequent management and taking charge).

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<sup>2</sup> In any case, the Company's whistleblowing model applies to all recipients of the Model as indicated on the specific page of the company website.

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**The Company, in this way, best guarantees the confidentiality of the Whistleblower who takes responsibility for what he reports by revealing his identity and who acts, therefore, with an attitude of openness to the confrontation and focus on problems that Axxam S.p.A. it wants to be a company characteristic with the aim of the constant improvement of processes and working methods.**

The case provided for by the law does not include that of the person who, in submitting a report, does not make himself known. In essence, the *rationale* of the rule is to ensure the protection of the Whistleblower, keeping his identity confidential to third parties, only in the case of reports from identifiable and recognizable persons.

## **5. SUBJECT OF THE REPORT**

The reports refer to "unlawful conduct of which he has become aware by reason of the employment relationship" and therefore include the information acquired during the performance of work duties.

On the other hand, reports based on mere suspicions or rumours are not worthy of protection.

Unlawful conduct refers to conduct that does not comply with the provisions contained in Legislative Decree no. 231/01, in the Model, in the Code of Ethics and in other company documents (e.g. Procedures and Regulations). Harassment is also to be considered unlawful conduct, as indicated by UNI PdR 125.

By way of example, non-transparent hiring, accounting irregularities, false declarations to the competent authorities and bodies or violations of environmental and safety regulations at work, harassment in the workplace are to be included.

## **6. METHODS AND CONTENT OF THE REPORT**

Reporting can take place through different specifically prepared channels:

1. Dedicated Ethic point address: <https://ethicpoint.eu/axxam/>
2. Specifically set up toll-free number: 800985231
3. E-mail addressed directly to the supervisory body: [axxam@organismodivigilanza.com](mailto:axxam@organismodivigilanza.com)

The *Whistleblower* must provide (by filling in the specific Form or by communicating directly with the operator of the Toll-Free Number) all the elements useful to allow the necessary and detailed checks and assessments to be carried out to allow an appropriate assessment of the validity of the facts being reported.

To that end, the report should contain the following elements:



- a) **personal details of the person** making the report, with an indication of the Function or Role performed within the company;
- b) a clear and complete description of the facts reported;
- c) if known, the circumstances of the time and place in which they were committed;
- d) if known, personal details or other elements (such as the Role and the service in which the activity is carried out) that allow the identification of the person(s) who have/have carried out the reported facts;
- e) the indication of any other subjects who may report on the facts being reported;
- f) an indication of any documents that may confirm the validity of these facts;
- g) any other information that may provide useful feedback on the existence of the reported facts.

Anonymous reports, i.e. those without elements that allow their author or area of interest to be identified, even if delivered in the manner provided for in this document, are taken into account as part of this procedure, with the awareness that these are increasingly less effective and difficult to manage, The evaluation of the actions to be carried out for an anonymous report is in any case delegated, in any case, to the Supervisory Body.

## **7. VERIFICATION OF THE VALIDITY OF THE DECLARATION**

The management and verification of the validity of the circumstances represented in the report are entrusted to the Supervisory Body, which provides for it in compliance with the principles of impartiality and confidentiality, carrying out any activity deemed appropriate, including the hearing of the Whistleblower and any other parties who may report on the facts reported.


The documentation is kept by the Supervisory Body.

The identity of the Whistleblower is known only to members outside the Supervisory Body (the internal member is not the recipient of the reports).

If, at the end of the verification, the report is found to be well-founded, the Supervisory Body, in relation to the nature and seriousness of the violation, will provide:

- a) to present to the legal representative or to the administrative body of the Company the need to proceed with a possible complaint to the competent Judicial Authority;
- b) to communicate the outcome of the investigation to the hierarchical contact person of the area to which the perpetrator of the ascertained violation belongs;
- c) to involve HRD (see Sanctioning Code) for disciplinary and contractual liability profiles.

In the event of transmission of the report to the above-mentioned third parties within the Company,

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only the content of the same subject to investigation must be forwarded, eliminating all references from which it is possible to identify the Whistleblower.

In the case of transmission to external third parties mentioned above, the transmission will take place taking care to highlight that it is a report received from a subject to whom the law recognizes its protection.

## **8. FORMS OF WHISTLEBLOWER PROTECTION**

### a) Obligations of confidentiality on identity and avoidance of the right of access to the report

The identity of the Whistleblower is protected at all stages of the Procedure, except in cases where criminal liability (in cases of slander and defamation) or civil liability (in the case of compensation for damages) is possible and in cases in which it is not possible to maintain anonymity by law (e.g. criminal, tax or administrative investigations, inspections by supervisory bodies).

Therefore, it cannot be disclosed without the express consent of the Whistleblower; This protection also applies to corporate bodies (e.g. Board of Directors, Board of Statutory Auditors).

Violation of the Whistleblower's confidentiality is a source of disciplinary liability.

In the context of disciplinary proceedings against the person who committed the offence, the identity of the Whistleblower cannot be revealed even if the challenge to the disciplinary charge is based on separate and additional investigations with respect to the report, even if they are consequent to the same. If the dispute is based, in whole or in part, on the report and knowledge of the identity of the Whistleblower is essential for the defence of the accused, the report will be used for the purposes of disciplinary proceedings only in the presence of the Whistleblower's consent to the disclosure of his identity.

### (b) Prohibition of retaliation and discrimination

The Company protects the Whistleblower from any form of retaliation or discrimination, direct or indirect, such as, for example, disciplinary sanctions, *mobbing*, dismissal.

The protection is limited to cases in which the Whistleblower and the Accused are both Workers of the Company.

Workers who believe they have suffered discrimination for the fact that they have made a report of wrongdoing: must give detailed notice of the discrimination to the Supervisory Body which, having assessed the existence of the elements, reports the hypothesis of discrimination:

- a) to HRD and/or COO, or, if deemed necessary, to the reference manager of the Worker who is the perpetrator of the alleged discrimination, in order to allow him/her to promptly



assess the opportunity and necessity of adopting acts or measures suitable for restoring the situation and/or remedying the negative effects of the discrimination;

- b) to the Board of Directors if the perpetrator of the retaliation or discrimination is a top management and a sanction may be necessary, possibly also involving the Board of Statutory Auditors.

## 9. RESPONSIBILITIES OF THE WHISTLEBLOWER

No protection is due for the Whistleblower in the event that he/she incurs criminal liability (slander or defamation) and civil liability (compensation for unlawful acts) with his/her complaint.

Any forms of abuse of these regulations are also forms of liability, in disciplinary proceedings and in other competent bodies, such as reports that are manifestly opportunistic and/or made for the sole purpose of damaging the complainant or other subjects or the Company itself, and any other hypothesis of improper use or intentional instrumentalization of the institution subject to this Procedure.

## 10. WHISTLEBLOWING MANAGEMENT

The report is addressed to the Supervisory Body, also using the appropriate form (Annex 1 "Whistleblowing Form") made available by the Company on the company intranet (and in any case can be filled in online in the event of activation of Ethicpoint).

The Whistleblower must provide all the elements necessary to proceed with the necessary checks and investigations to allow an appropriate assessment of the merits of the facts covered by the report.

It is, however, essential that the complaint filed by the Whistleblower is detailed, concerns facts that can be ascertained and known directly by the Whistleblower and not reported or reported by other parties, as well as contains all the information and data to identify, if possible, unequivocally the perpetrators of the unlawful conduct and the references, if any, of other subjects that can contribute to providing the most complete picture possible of what has been reported. In the absence of these elements, it will be difficult to assess the actions to be taken.

The report can also be submitted by sending it to the e-mail address, specifically activated (certified independent service): [Axxam@organismodivigilanza.com](mailto:Axxam@organismodivigilanza.com) or sent in paper form to the following dedicated e-mail address to: Audit in Italy – PO BOX n. 321

c/o Mail Boxes Etc. via Felice Bellotti 4, 20129 Milan.

In both methods of submission, the identity of the Whistleblower will be known **only to external**





members of the Supervisory Body (not belonging to the Company) who will guarantee confidentiality according to the indications of this Procedure.

As previously mentioned, anonymous reports, i.e. without elements that allow their author to be identified, will be taken into consideration for further verification only if they relate to facts of particular gravity and with a content that is adequately detailed and circumstantial.


The Supervisory Body takes charge of the report and personally carries out the necessary assessments. If necessary, request clarification from the Whistleblower and/or any other parties involved in the report, taking care to protect the Whistleblower's identification data for the entire duration of the procedure.

The Supervisory Body, on the basis of an analysis of the facts covered by the report, may decide, in the event of obvious and manifest groundlessness, to close the request. In this case, it notifies the Whistleblower. If not, consider who to forward the report to. The Supervisory Body's assessment must be completed within 90 calendar days of receipt of the report.

All documentation relating to the investigation will be archived by the Supervisory Body for a period of 10 years, after which they will be eliminated in the manner necessary to guarantee the confidentiality of the documents, without prejudice to any ongoing proceedings or handovers to another Supervisory Body.

The Supervisory Body shall respond, in any case, within the deadline for the conclusion of the investigation.

**It is essential to point out that this Procedure is not intended to reduce any right of the Worker or third parties to report the fact being reported, including to the competent authorities (e.g. Police or Carabinieri), in compliance with the applicable legal provisions and without prejudice to the criminal and civil liability of the person making the report.**

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## **11. ACTIVITIES OF THE SUPERVISORY BODY**

The Supervisory Body, in the management of the reports received, must follow the provisions of the SB Regulations required by paragraphs 2 bis, ter and quarter of Article 6 of Legislative Decree 231/01.

## **12. RELATED PROCEDURES**

The Procedure linked to this is the Sanctioning Code.

## **13. ATTACHMENTS**

ANNEX 1. Ethic Point <https://ethicpoint.eu/axxam/>