

ARGEA

WHISTLEBLOWING PROCEDURE

MANAGEMENT OF THE VIOLATION REPORTING SYSTEM

TABLE OF CONTENTS

1	PURPOSE.....	4
2	TERMS OF VALIDITY.....	5
3	LEGAL AND REGULATORY REFERENCES.....	5
4	OPERATING MODES.....	5
4.1	SUBJECT OF WHISTLEBLOWING REPORTS / REPORTS/ PUBLIC DISCLOSURES	6
4.2	INTERNAL REPORTS	7
4.2.1	CONTENTS OF THE REPORT	7
4.2.2	INTERNAL REPORTING CHANNELS	8
4.2.3	STEPS IN THE MANAGEMENT OF INTERNAL REPORTS	10
4.2.4	<i>RECEPTION AND TRIAGE</i>	11
4.2.5	EVALUATION ON THE ADMISSION OF THE INTERNAL REPORT	12
4.2.6	EVALUATION ON THE MERITS OF THE INTERNAL REPORT	12
4.2.7	CLOSURE OF THE INTERNAL REPORT	12
4.2.8	MONITORING AND CORRECTIVE MEASURES.....	13
4.2.9	PROCESSING AND MANAGEMENT OF PERSONAL DATA	13
4.2.10	ARCHIVING AND PRESERVATION OF THE DOCUMENTS.....	14
4.3	EXTERNAL REPORTS.....	14
4.4	PUBLIC DISCLOSURES.....	15
5	PROTECTION MEASURES.....	15
5.1	CONDITIONS FOR THE PROTECTION OF THE WHISTLEBLOWER.....	15
5.2	PROTECTION OF THE INVOLVED PERSON.....	16
6	TRAINING AND INFORMATION.....	17
7	DISCIPLINARY SYSTEM	17
7.1.1	EMPLOYEES AND DIRECTORS	18
7.1.2	THIRD PARTIES	19

DEFINITIONS

For the purposes of this procedure, unless otherwise specified, the terms listed below shall have the meaning ascribed to each of them below:

- **External reporting channels:** specific channels to submit **external reports** pursuant to Article 7, par. 1 Legislative Decree 24/2023.
- **Internal reporting channels:** specific channels to submit **Internal reports** pursuant to Article 4, par. 1 Legislative Decree 24/2023.
- **Work environment:** the work or professional activities, current or past, carried out in the context of relations with the Company through which, regardless of the nature of such activities, a person acquires **Violation Information** and in the context of which he/she could risk being subjected to **Retaliation** in the event of a **Report, Public Disclosure** or report to the judicial or accounting authorities.
- **Public Disclosure:** making **Violation Information** publicly available through print or electronic media or otherwise through means of dissemination capable of reaching a large number of people (§ 4.4).
- **Facilitator:** a natural person who assists a **Whistleblower** in the **Whistleblowing** process, operating in the same work environment and whose assistance must be kept confidential.
- **GDPR:** GDPR: Regulation (EU) 679/2016 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC.
- **Report Manager:** the person(s) in charge of receiving and, where provided for in paragraph 4.2.4, of managing **internal Reports** for the purposes of this procedure, appointed in accordance with Article 4(2) of Legislative Decree 24/2023; the **Company** has chosen to set up the **Report Manager** as a collective body, with the Group HR Director and Group Legal Manager as members. Moreover, if the **Whistleblower** has reasonable grounds for believing that the **Report Manager** is in a situation of conflict of interest (by way of example, if the **Whistleblowing** concerns a **Violation** committed by the **Report Manager** or if the latter wishes to make a **Report**), the Report will be handled by the Chairman of the Supervisory Board of the Company from time to time involved, where the latter is a collective body, or to the Supervisory Board, if the latter is a single-member body
- **Privacy policy:** privacy notice provided pursuant to Art. 13 of the GDPR to the persons concerned, i.e. the **Person involved** and the **Whistleblower**.
- **Violations Information:** written/oral information, including reasonable suspicions, concerning **Violations** committed or likely to be committed according to tangible elements, as well as evidentiary elements of conduct aimed at concealing such **Violations**¹;
- **Organizational Model:** Organisational and Management Model adopted by all of **Argea Group Companies**, as provided for in Articles 6 and 7 of Legislative Decree No. 231/2001, as an organic set of principles, rules, provisions, organisational schemes and related tasks and responsibilities, aimed at preventing the offences referred to in the same Legislative Decree 231/2001.

¹ This also includes irregularities or anomalies that according to the Whistleblower could give rise to one of the Violations, provided that they are not mere irregularities but symptomatic indications that would reasonably lead the Whistleblower to believe that one of the Violations could be committed.

- **Retaliation:** any conduct, act or omission, even if only attempted or threatened, carried out by reason of the **Report**, the report to the judicial or accounting authorities or the **Public Disclosure**, and which causes or may cause the **Whistleblower**, directly or indirectly, unjust damage.
- **Person Involved:** the natural or legal person mentioned in the **Report** or **Public Disclosure** as a person to whom the **Violation** is attributed or as a person otherwise implicated in the reported or publicly disclosed **Violation**.
- **Whistleblower:** the persons indicated in § 4 below.
- **Report:** communication of **Violation Information**, submitted through **Reporting Channels** (both **internal** and **external**); in particular, **Reports** are divided into:
 - **Internal reports:** communication of **Violation Information**, submitted via **Internal Reporting Channels** (§ 4.2).
 - **External reports:** communication of **Violation Information**, submitted via **external Reporting Channels** (§ 4.3).
- **Disciplinary System:** set of sanctions against those who do not comply with the provisions of this procedure, as better specified in § 7 below.
- **Third parties:** all parties outside the Company having negotiating relations with it (by way of example, consultants, suppliers, customers and partners).
- **Assessment (Triage):** assessment of the **report** for the purposes of classification, taking investigative measures, prioritisation and management.
- **Violation:** all the conduct, acts and omissions identified in §4.1below.

Terms defined in the singular are also understood in the plural if the context so requires and vice versa.

1 PURPOSE

For the purposes of the application of Legislative Decree 24/2023, this procedure defines, in the context of the activity carried out by the companies of **Argea Group** (hereinafter also only "**Argea Group**" or "**Companies**"), namely Argea S.p.A.; Botter S.p.A., MGM Mondo del Vino S.p.A., Integra Italia S.r.l., Poderi dal Nespole S.r.l., Azienda Agricola Santodeno S.p.A., Ciccio Zaccagnini S.p.A., the general principles put in place, in particular, to safeguard the **Whistleblowers**, the operating procedures to be observed in the management of **internal Report**, the procedures for submitting a **Public Disclosure** or an **external Report**, the protection measures as well as the **Disciplinary System**

The provisions of § 5.3 "External report" and § 5.4 "Public Disclosures" apply to the **Companies** that:

- 1) have employed an average of at least fifty employees with permanent or fixed-term employment contracts in the last year.
- 2) fall within the scope of the Union acts referred to in Parts I.B and II of the Annex to Legislative Decree 24/2023, even if in the last year they did not reach an average of at least fifty employees with permanent or fixed-term employment contracts.

The provisions of § 4.3 “External report” and § 4.4 “Public Disclosures” apply to the following Companies of the Argea:

- Botter S.p.A.
- MGM Mondo del Vino S.p.A.;
- Ciccio Zaccagnini S.p.A.

2 TERMS OF VALIDITY

This procedure is valid from the date of its issue as shown on the cover page.

Any subsequent update cancels and replaces, from the date of its issue, all previously issued versions.

3 LEGAL AND REGULATORY REFERENCES

- Legislative Decree 24/2023 *'Implementation of Directive (EU) 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 on provisions concerning the protection of persons who report breaches of national laws'*
- Legislative Decree 231/2001 *'Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law 300 of 29 September 2000'*.
- *"Guidelines on the protection of persons who report breaches of Union law and protection of persons who report breaches of national law. Procedure for the submission and handling of external reports"* of the National Anti-corruption Authority (ANAC) approved by Resolution No. 311 of 12 July 2023
- *Confindustria Operational Guide for Private Entities on the new 'Whistleblowing' rules*
- EU Regulation No. 679/2016 of the European Parliament and of the Council of 27 April 2016

4 OPERATING MODES

Internal Reporting, External Reporting (under the conditions set out in § 4.3 below), **Public Disclosure** (under the conditions set out in § 4.4 below), or reports to the judicial or accounting authorities may be made by the following persons:

- employees of the Company, including workers whose employment is governed by Legislative Decree No. 81 of 15 June 2015², or by Article 54-bis of Decree-Law No. 50 of 24 April 2017, converted, with amendments, by Law No. 96 of 21 June 2017³;

² *i.e.* “Work relationships resulting in exclusively personal, continuous work whose mode of performance is organised by the principal, also with reference to the time and place of work; part-time work; intermittent work; fixed-term work; temporary job; apprenticeship; ancillary work”.

³ *i.e.* “For each service provider, with reference to the overall users, to remuneration of an amount not exceeding €5,000; for each user, with reference to all service providers, to remuneration of an amount not exceeding €10,000; for the total services rendered by each service provider in favour of the same user, to remuneration of an amount not exceeding €2.500; for each service provider, for the activities referred to in the decree of the Minister of the Interior of 8 August 2007, published in the

- self-employed workers, including those referred to in Chapter I of Law No. 81 of 22 May 2017⁴, as well as holders of a work relationship referred to in Article 409 of the Code of Civil Procedure and Article 2 of Legislative Decree No. 81 of 2015, who carry out their work activities in the Company.
- workers or collaborators, who work for entities in the public or private sector that provide goods or services for third parties.
- freelancers and consultants working for the Company.
- volunteers and trainees, paid and unpaid, who work for the Company.
- shareholders and persons with functions of administration, management, control, supervision or representation, even if such functions are exercised on a de facto basis, at the Company.

4.1 SUBJECT OF WHISTLEBLOWING REPORTS / REPORTS/ PUBLIC DISCLOSURES

Notwithstanding the general prohibition to make **Reports**, reports to the judicial or accounting authorities or **Public Disclosures** that are clearly unfounded and/or made with malicious intent (e.g. for defamatory purposes) or with gross negligence, the **Violations**, which may be the subject of **Reports**, reports to the judicial or accounting authorities or **Public Disclosures**, concern the following types of which one has become aware in the context of one's own **Work environment**, in particular:

- a) unlawful conduct pursuant to Legislative Decree No. 231 of 8 June 2001, or violations of the **Organisational Model** provided for therein.
- b) offences falling within the scope of the European Union or national acts indicated in the annex to Legislative Decree 24/2023 or national acts constituting the implementation of the European Union acts set out in the annex to Directive (EU) 2019/1937, although not indicated in the Legislative Decree 24/2023, **relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and financing of terrorism; 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; privacy and protection of personal data and security of networks and information systems;**
- c) Acts or omissions **affecting the financial interests of the Union as referred to in Article 325 of the Treaty on the Functioning of the European Union**⁵ specified in the relevant secondary legislation of the European Union.

Official Journal no. 195 of 23 August 2007, carried out for each user referred to in Law no. 91 of 23 March 1981, to remuneration for a total amount not exceeding € 5,000".

⁴ i.e. Contract for Works (under Art. 2222 et seq. of the Civil Code) and Intellectual Work Contract (pursuant to Art. 2229 et seq. of the Civil Code), excluding small entrepreneurs (pursuant to Art. 2083 of the Civil Code).

⁵ "1. The Union and the Member States shall counter fraud and any other illegal activities affecting the financial interests of the Union through measures taken pursuant to this Article which shall act as a deterrent and be such as to afford effective protection in the Member States and in the institutions, bodies, offices and agencies of the Union. 2. Member States shall take the same measures to counter fraud affecting the financial interests of the Union as they take to counter fraud affecting their own financial interests. 3. Without prejudice to other provisions of the Treaties, the Member States shall coordinate their action aimed at protecting the Union's financial interests against fraud. To that end they shall organise, together with the Commission, close and regular cooperation between the competent authorities. 4. The European Parliament and the Council, acting in accordance with the ordinary legislative procedure and after consulting the Court of Auditors, shall adopt the

- d) acts or omissions relating to the internal market, **as referred to in Article 26(2) of the Treaty on the Functioning of the European Union⁶**, including infringements of EU competition and State aid rules, as well as infringements relating to the internal market related to acts infringing corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the object or purpose of the applicable corporate tax law;
- e) acts or conduct that **undermine the object or purpose of the provisions** of Union acts in the areas referred to in the previous paragraphs.

Reports that do not fall within the purpose and subject matter of this procedure will not be taken into account in any way⁷.

4.2 INTERNAL REPORTS

4.2.1 CONTENTS OF THE REPORT

The **Whistleblower** shall provide all the useful elements to allow the due and appropriate verifications to ascertain the validity of the facts that are the subject of the **Internal Report**. To this end, the **Internal Report** should contain tangible, documented and/or verifiable circumstances and information to reasonably believe that the reported acts/facts or omissions are a **Violation**. Preferably, it should contain the following:

- the personal details of the person making the **Internal report**, indicating the position or function held within the **Company**.
- the clear and complete description of the facts that are the subject of the **internal report**.
- if known, the time and place in which the acts were committed.
- if known, the personal details or other elements (such as the job title and the department in which the activity is carried out) that make it possible to identify the person who has carried out the facts that are the subject of an **Internal report**.
- an indication of any other persons who may report on the facts that are the subject of **Internal Report**.
- an indication of any documents that may confirm these facts.
- Any other information that may provide useful feedback on the existence of the reported facts.

necessary measures in the fields of the prevention of and fight against fraud affecting the financial interests of the Union with a view to affording effective and equivalent protection in the Member States and in the institutions, bodies, offices and agencies of the Union. 5. The Commission, in cooperation with the Member States, shall submit an annual report to the European Parliament and the Council on the measures taken for the implementation of this Article."

⁶ "1. The Union shall adopt measures with the aim of establishing or ensuring the functioning of the internal market, in accordance with the relevant provisions of the Treaties. 2. The internal market shall comprise an area without internal borders in which the free movement of goods, persons, services and capital is ensured in accordance with the provisions of the Treaties. 3. The Council, on a proposal from the Commission, shall define the guidelines and conditions necessary to ensure balanced progress in all the sectors concerned."


⁷ We refer, in particular, to **internal Reports** concerning (*§ par. 2.1.1 ANAC Guidelines*):

- disputes, claims or requests linked to a personal interest of the Whistleblower or of the person lodging a complaint with the judicial authority that relate exclusively to his or her individual work or public employment relationship, or relating to his or her work or public employment relationship with hierarchically superior roles.
- reports of violations if they are already mandatory regulations by European Union or national acts indicated in Part II of the Annex to the Decree or by national acts constituting implementation of the European Union acts indicated in Part II of the Annex to Directive (EU) 2019/1937, even if not indicated in Part II of the Annex to the Decree.
- national security violations, as well as procurement relating to defence or national security aspects, unless these aspects are covered by relevant secondary EU law.

In the case of anonymous **internal Reports**, the **Report Manager** reserves the right to consider them according to the seriousness of the facts reported and in relation to the level of detail and accuracy of the content of the **internal Report**.

4.2.2 INTERNAL REPORTING CHANNELS

Internal Reports can be made in the following ways:

<ul style="list-style-type: none"> through the My Governance IT platform 	<p>By accessing the reserved area areariservata.mygovernance.it/</p>
<ul style="list-style-type: none"> Paper mail address <p> <i>The internal Report must be placed in <u>two sealed envelopes</u>: the first with the identification data of the Whistleblower and a photocopy of the identification document; the second with the Report. Both should then be placed in a third sealed envelope marked 'confidential' on the outside for the Report Manager.</i></p>	<p>Depending on the relevant company, the report shall be sent to the following addresses:</p> <p>Argea S.p.A. Piazza degli Affari, 2, 20123, Milano To the attention of the Report Manager⁸</p> <p>Botter S.p.A. Via L. Cadorna, 17, 30030 - Fossalta di Piave (VE) To the attention of the Report Manager⁹</p> <p>MGM Mondo del Vino S.p.A. Via C. Seganti, 73/F, 47121 – Forlì (FC) To the attention of the Report Manager¹⁰</p> <p>Integra Italia S.r.l. Via C. Seganti, 73/F, 47121 – Forlì (FC) To the attention of the Report Manager¹¹</p> <p>Poderi dal Nespole S.r.l. Villa Rossi, 50, 47012, Civitella di Romagna (FC) To the attention of the Report Manager¹²</p> <p>Azienda Agricola Santodeno S.p.A. Villa Rossi, 50, 47012, Civitella di Romagna (FC) To the attention of the Report Manager¹³</p>

⁸ If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

⁹ If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

¹⁰ If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

¹¹ If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

¹² If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

¹³ If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

	<p>Ciccio Zaccagnini S.p.A. Contrada Pozzo, snc, 65020, Bolognano (PE) To the attention of the Report Manager¹⁴</p>
<ul style="list-style-type: none"> ▪ Orally: 	<p>Upon request of the Whistleblower, arranging a meeting with the Report Manager. The request for a direct meeting is made by the Whistleblower:</p> <ul style="list-style-type: none"> - by ordinary mail to the address of the Company to which the Report relates (as indicated above) and to the attention of the Report Manager or, in the event of a conflict of interest, to the Chairman of the Supervisory Board, indicating his name and surname, the position held and a personal telephone number/email address in order to arrange the meeting or - by any appropriate means to ensure their receipt. <p>The meeting must be organised within a reasonable time.</p>

The **Report Manager** is the person appointed to receive **internal Reports**, which will be handled by the persons indicated below (hereinafter, the "**Whistleblowing Manager**"). In particular, without prejudice to § 4.2.4 below, the **Report Manager** and the **Whistleblowing Manager** in charge from time to time are the only persons authorised to access the **internal Reporting channels** and to view the content of **internal Reports**, subject to the **Company's** written authorisation pursuant to Article 29 of the GDPR, and shall adopt suitable procedures to prevent the loss, destruction and unauthorised access to **Internal Reports**.

Each member of the **Report Manager** and each authorised **Whistleblowing Manager** must be provided with personal authentication credentials to access the IT platform dedicated to sending **internal Reports**.

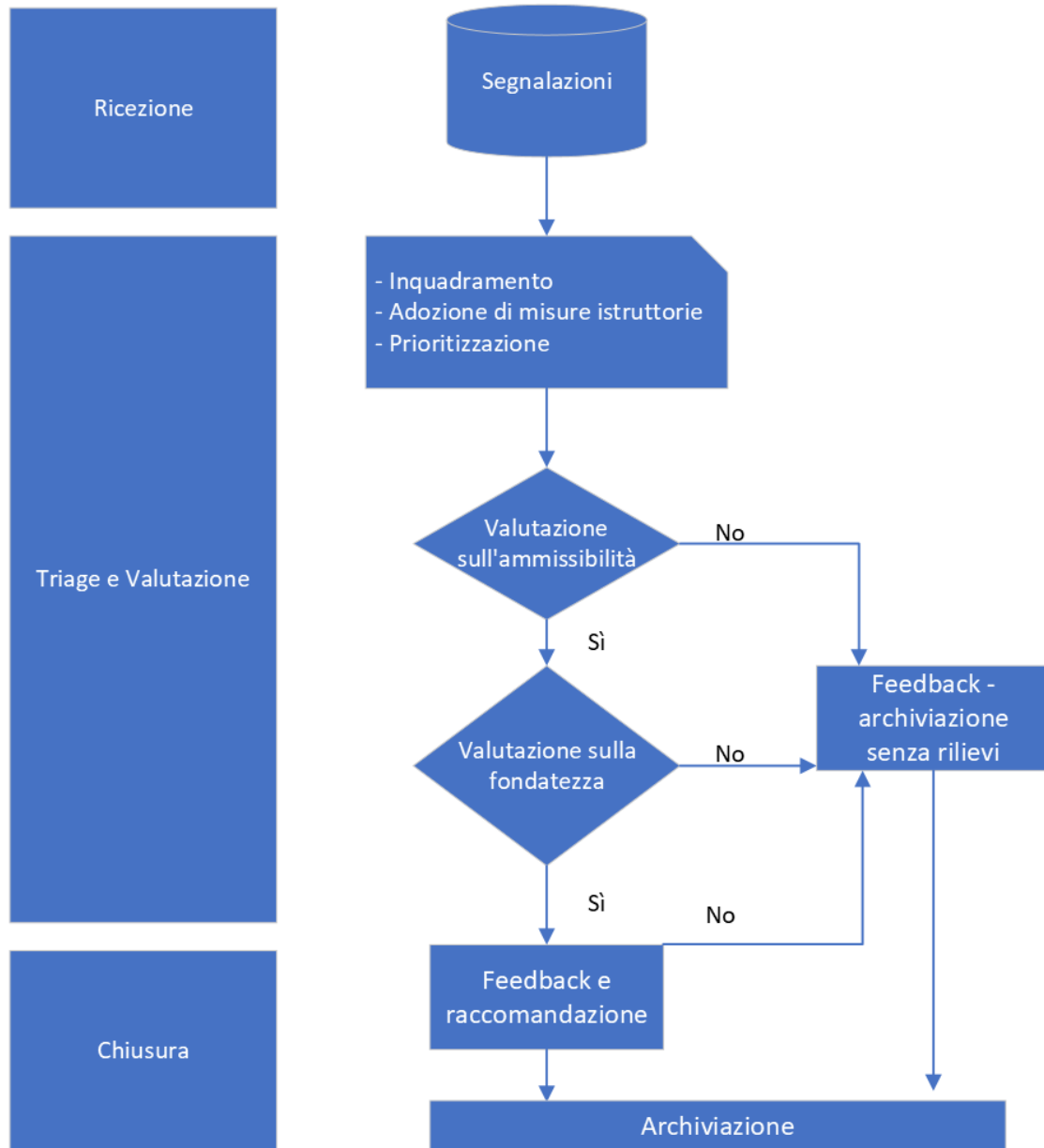
Internal Reports submitted to a non-competent person are forwarded, within seven days of their receipt, to the **Report Manager**.

Upon receipt of the **internal Report**, the **Report Manager**:

- within seven days from the date of receipt, shall provide the **Whistleblower** with an acknowledgement of receipt of the **internal report**.
- promptly assigns the Report to the competent **Whistleblowing Manager**.

¹⁴ If the report is referred to the Group HR Director (Nicola Alessi) and/or the Group Legal Manager (Carlo Sedona), it must be addressed to the Chairman of the Supervisory Board.

4.2.3 STEPS IN THE MANAGEMENT OF INTERNAL REPORTS



Internal Reporting is handled in accordance with the steps described below:

- a) Reception and **Triage** (§4.2.4).
- b) Evaluation (§ 4.2 5).
- c) Closure (§4.2.7).

At every step of **internal reporting** management, the **Whistleblowing Manager**:

- Shall inform the **Whistleblower**, if necessary, of the *state* of the **Internal report** and any following *steps* relevant and/or consequent thereto.

- shall guarantee the confidentiality of the identity of the **Whistleblower** and of the information contained in **internal Reports**, to the extent that anonymity and confidentiality are enforceable under the law and to the persons entitled to receive or follow up **internal Reports** expressly authorised.
- Shall act in accordance with the duties of independence and professionalism.
- Shall ensure the accurate and efficient handling of all **internal reports**.

4.2.4 RECEPTION AND TRIAGE

All **internal Reports** are subject to preliminary analysis by the **Report Manager**, who assesses their subject matter and assigns them to the appropriate **Whistleblowing Manager** depending on the subject matter of the Report, as follows:

Subject of the Report	Report Manager	Whistleblowing manager
Internal reports concerning unlawful conduct pursuant to Legislative Decree No. 231 of 8 June 2001, or violations of the Organisational Model and/or Code of Ethics	Report Manager (in the person of Group HR and Group Legal)	Supervisory Board of the relevant Company
Internal report concerning a violation other than the one indicated in the previous point	Report Manager (in the person of Group HR and Group Legal)	Report Manager (in the person of Group HR and Group Legal)
Report in the case of conflict of Interest concerning a Violation lodged by the Report Manager	Chairman of the Supervisory Board (in the case of a collective Supervisory Board) or Supervisory Board (in the case of a single-member Supervisory Board)	Chairman of the Supervisory Board (in the case of a collective Supervisory Board) or Supervisory Board (in the case of a single-member Supervisory Board)
Report in the case of conflict of interest , as it is carried out by the Report Manager him/herself in the person of Group HR and Group Legal	Chairman of the Supervisory Board (in the case of a collective Supervisory Board) or Supervisory Board (in the case of a single-member Supervisory Board)	Chairman of the Supervisory Board (in the case of a collective Supervisory Board) or Supervisory Board (in the case of a single-member Supervisory Board)

In addition, if the **Internal Report** refers to:

- one of the members of the **Whistleblowing Management**, the Manager shall refrain from dealing with and handling the Report.
- all members of the **Whistleblowing Management**, they shall refrain from dealing with and handling the Report and forward it to the Chairman of the Supervisory Board.

Should the **internal report** be under the responsibility of several **Whistleblowing Managers**, they will coordinate their handling of **internal reports** in compliance with the relevant legislation.

4.2.5 EVALUATION ON THE ADMISSION OF THE INTERNAL REPORT

The **Whistleblowing Manager** carries out an initial examination of the **internal Report** in order to immediately assess whether the **internal Report** appears to be:

- Clearly non-admissible.
- not concerning **Violations**.

In such cases, the **Whistleblowing Manager** shall inform the **Report Manager** of the non-admissibility; in turn, he/she shall inform the **Whistleblower** of the circumstance within three months from the date of the acknowledgement of receipt or, in the absence of such notice, within three months from the expiry of the seven-day period from the submission of the **internal report**, and file the **internal report**.

4.2.6 EVALUATION ON THE MERITS OF THE INTERNAL REPORT

If, from an initial examination, the **Internal Report** does not appear to be clearly unfounded, the **Whistleblowing Manager** will start the preliminary investigation and verification activities. In order to carry out all the necessary checks on the **Internal Report** received, the **Whistleblowing Manager** may:

- i. Obtain further information and/or documents from the **Whistleblower** in support of the reported facts (including by means of a paper procedure through the acquisition of written comments and documents).
- ii. Hear the **Person involved** or, upon his or her request, hear him or her by means of a paper procedure through the acquisition of written observations and documents.
- iii. consider suggesting the adoption of suitable **preliminary measures** to the Board of Directors to contain possible risks (e.g. suspension of the **Person involved**, measures to avoid taint of evidence).
- iv. Be supported by the Managers of specific corporate functions, or - if deemed appropriate - also by external consultants whose involvement is functional to the verification and assessment activity, subject to compliance with the provisions on the processing of personal data.

However:

- if the **Whistleblower** obtains further information or documents in support of facts that are the subject of **Internal Report**, he/she may submit them through the **Internal Reporting Channels** according to § 4.2.2 above.
- The **Report Manager** will provide feedback on the **Internal Report** within three months from the date of the acknowledgement of receipt or, in the absence of such an acknowledgement, within three months from the expiry of the seven-day period from the submission of the **Internal Report**.

4.2.7 CLOSURE OF THE INTERNAL REPORT

The investigation and assessment activities must be concluded within a timeframe appropriate to the scope and complexity of the investigation and assessment activities to be carried out.

If, at the conclusion of the analysis step, emerges:

- the absence of sufficiently evidenced facts or the non-existence of the **internal Report**, the **Whistleblowing Manager** will give written notice of the outcome of the investigation to

the **Report Manager**, who will dismiss the **internal Report**, informing the **Whistleblower** thereof (dismissal without remarks).

- the final legitimacy of the **internal Report**, the **Whistleblowing Manager** will give written notice of the outcome of the investigation to the **Report Manager** who, in relation to the nature of the **internal Report**, will provide information about the outcome of the investigation: (in compliance with the provisions on the processing of personal data and after verifying the consent of the **Whistleblower**) to:
 - I. the holder of the disciplinary power, for any appropriate action to be taken.
 - II. The **Whistleblower**, who will be given feedback within three months from the date of the acknowledgement of receipt of the Report, or in the absence of such an acknowledgement, within three months from the expiry of the seven-day period from the submission of the Report.

If the **Violation** is particularly serious or concerns one or more members of the Board of Directors, the **Report Manager** shall inform the other members of the Board of Directors or and/or the Board of Statutory Auditors, where appointed, and, where appropriate, inform the shareholders of the **Company**.

4.2.8 MONITORING AND CORRECTIVE MEASURES

It is the responsibility of the person at higher level of the **Person involved** (if present, otherwise the Board of Directors) to supervise the implementation of the corrective action recommendations issued.

The **Whistleblowing Manager** shall monitor the implementation of recommendations for corrective actions and informs the Board of Directors of their developments.

The **Report Manager/Whistleblowing Manager**, in compliance with the provisions on the processing of personal data, reports annually to the Board of Directors of each Group Company on information relating to the management of **internal Reports** as well as on the general operation of this procedure, so as to enable him/her to assess the effectiveness of the **internal Reports** management system.

4.2.9 PROCESSING AND MANAGEMENT OF PERSONAL DATA

Personal data - including special categories of data and judicial data - provided in the framework of the **Internal Reports** will be processed in compliance with the provisions of the **GDPR** as better described in the **Privacy Policy** published on the IT platform.

The **internal reports** may not be used beyond what is necessary to adequately follow them up.

The identity of the **Whistleblower** and any other information from which such identity - directly or indirectly - may be inferred, may not be disclosed without the express consent of the **Whistleblower**, to persons other than the **Report Manager/ Whistleblowing manager** and other persons specifically authorised by the Controller.

In particular, the **Report Manager/ Whistleblowing manager** shall provide the **Whistleblower** with the **Privacy Policy** or make sure that it was provided, on behalf of the data controller, and acquire consents in the cases provided for by Legislative Decree 24/2023.

In particular, in the following cases, the **Whistleblowing manager** will have to acquire the following consents concerning:

- a) the documentation of the **internal Report** by means of a recording on a device suitable for storage or listening, or by minutes if, at the request of the Whistleblower, it is made orally during a meeting with the Reporting Manager.
- b) the disclosure of the identity of the **Whistleblower** and any other information from which that identity may be directly or indirectly inferred, to persons other than those competent to receive or follow up **internal Reports**.
- c) the disclosure of the identity of the **Whistleblower** in disciplinary proceedings if the charge is based, in whole or in part, on the **internal report** and if knowledge of the **Whistleblower's** identity is indispensable for the accused person's defence.

The protection of the identity of the **Whistleblower** and of the **Involved Persons** is guaranteed until the conclusion of the proceedings initiated on account of the **internal Report**.

Personal data that are clearly not useful for the processing of a specific **internal report**, where possible, are not collected or, if accidentally collected, are immediately deleted.

The **Involved Person** may not exercise the rights set out in Articles 15-22 of the GDPR if the exercise of those rights would result in actual and concrete prejudice to the confidentiality of the identity of the **Whistleblower**.

4.2.10 FILING AND CONSERVATION OF THE DOCUMENTS

The purpose of keeping and filing the documents is to allow proper traceability of the entire process and to facilitate any subsequent controls.

The **Report Manager** and/or **Whistleblowing manager** is required to keep all the documentation supporting the **internal report** for the time necessary to carry out the assessment activities in digital format through the platform software used and/or in paper format (in the case of oral reports) using suitable methods to prevent its loss, destruction and unauthorised access.

Internal Reports and the related documentation are kept for the time necessary to process the **Internal Report** and, in any case, for no longer than five years from the date of the communication of the final outcome of the **Internal Report** procedure, in compliance with the confidentiality obligations set out in Article 12 of Legislative Decree 24/2023 and with the principle of limitation of storage laid down in the privacy legislation.

4.3 EXTERNAL REPORTS

Should the **Whistleblower**:

- report that the **internal Reporting Channel** implemented by the **Company** is not active or, even if activated, does not comply with the provisions of Article 4 of Legislative Decree 24/2023.
- have already made an **Internal Report** and this has not been followed up within the prescribed time limit; or
- have reasonable grounds to believe that, if he/she were to make an **internal Report**, it would not be effectively followed up or that the **internal Report** itself might entail the risk of **retaliation**.
- have reasonable grounds to believe that the **Violation** may pose an imminent or obvious danger to the public interest.
- have reasonable grounds to believe that both the **Report Manager** and the **Whistleblowing Manager** have a conflict of interest (for example, if the **Report** relates to

a **Violation** committed by the **Report Manager/Whistleblowing Manager**, or if the **Report Manager/Whistleblowing Manager** wishes to make a Report referred to the persons in charge of receiving it).

The **Whistleblower** may lodge an **external Report** to the National Anti-Corruption Authority for Italy (ANAC), in writing, through the IT platforms or other means implemented by ANAC, or in oral form, over the phone and/or the recorded voice messaging system implemented by the national body/authority. ANAC must guarantee the utmost confidentiality of the identity of the **Whistleblower**, of the **person involved** and of the person otherwise mentioned in the **Report**, as well as of the content of the **Report** and of the relevant documentation.

However, persons who have been retaliated against have the right to notify the National Anti-Corruption Authority (ANAC), which, pursuant to Article 19 of Legislative Decree 24/2023, is required to inform the National Labour Inspectorate for the measures in its competence.

The provisions of this paragraph do not apply in the case of reports concerning violations other than those set out in letters b) - e) of § 4.1.

4.4 PUBLIC DISCLOSURES

A **Public disclosure** may be made by the **Whistleblower** who:

- has previously made an **internal Report** and an **external Report**, or has directly made an **external Report** under the terms and conditions laid down in Articles 4 and 7 of Legislative Decree 24/2023, which has not been replied to within the time limits laid down in Articles 5 and 8 of Legislative Decree 24-2023 (i.e. within three months from the date of the acknowledgement of receipt or, in the absence of such notice, within three months from the expiry of the period of seven days from the submission of the **Report**, or within six months in the case of an **external Report** if there are justified and substantiated reasons); or
- has reasonable grounds to believe that the **Violation** may pose an imminent or obvious danger for the public interest.
- has well-founded reasons to believe that the **External Report** may entail a risk of **Retaliation** or may not be effectively followed up due to the specific circumstances of the case, such as where evidence may be concealed or destroyed or where there is a well-founded fear that the recipient of the **External Report** may be in collusion with the person committing the **Violation** or involved in the **Violation** itself.

The provisions of this paragraph do not apply in the case of reports concerning breaches other than those set out in letters b) - e) of § 4.1.

5 PROTECTION MEASURES

5.1 CONDITIONS FOR THE PROTECTION OF THE WHISTLEBLOWER

Protection measures apply in the following cases:

- a) if, at the time of the **Report** or the report to the judicial or accounting authorities or of the **Public Disclosure**, the **Whistleblower** (or complainant) had reasonable grounds to believe that the **Violation Information** reported, publicly disclosed or denounced was true and fell within the objective scope (§ 4.1).

- b) If the **Report** or **Public Disclosure** was made according to the methods set out in this procedure.
- c) in the case of a **Report**, a report to the judicial or accounting authorities or anonymous **Public Disclosure**, if the **Whistleblower** is subsequently identified and/or **retaliated** against.

Measure	Regulatory reference and description
Prohibition of retaliatory acts	The prohibition is laid down in Article 17 of Legislative Decree 24/2023, which is deemed to be recalled here in its entirety. ¹⁵ Acts taken in violation of this prohibition are null and void.
Protection against retaliation	That said, anyone who believes he/she has been retaliated against for having made a Report , a report to the judicial or accounting authorities or a Public Disclosure shall inform the Report Manager , who, after assessing that elements exist, shall report the hypothesis of discrimination to the Board of Directors The Board of Directors promptly assesses whether it is advisable/necessary to adopt acts or measures to restore the situation and/or to remedy the negative effects of the Retaliation and whether there are grounds to initiate disciplinary proceedings against the person who has retaliated . The management body or other identified body, possibly with the help of the Group HR Function and the appointed consultant, assesses whether there are grounds to initiate disciplinary proceedings against the person who has carried out the Retaliation , and promptly informs the Report Manager . In the event that the (alleged or ascertained) Retaliation is contested against one or more members of the management body or the other identified body, the Report Manager informs the Board of Directors. However, those who have suffered a Retaliation are entitled to notify the ANAC.
Obligation of confidentiality	The obligation of confidentiality is provided for in Article 12 of Legislative Decree 24/2023, which is deemed to be recalled here in its entirety.

5.2 PROTECTION OF THE INVOLVED PERSON

The **Involved persons** are protected as regards both the confidentiality of **Reports**, reports to judicial or accounting authorities or **Public Disclosures** concerning them and of any investigations

¹⁵ Article 17 par. 1 “Entities or persons referred to in Article 3 may not suffer any retaliation’ refers to:

- a) the **Whistleblowers**.
- b) the **Facilitators**.
- c) persons in the same **Work environment** as the **Whistleblower** who are related to them by a stable affective bond or family relationship up to the fourth degree.
- d) the **Whistleblower’s** colleagues who work in his/her same **work environment** and who have a current and regular relationship with that person.
- e) entities owned by the **Whistleblower** or for which those persons work, as well as entities operating in the same work environment as those persons

carried out - both for the protection of the latter against any **Reports**, reports to judicial or accounting authorities or retaliatory and/or defamatory **Public Disclosures**.

To this end, as indicated in §6 below, **Reports**, reports to the judicial or accounting authorities or defamatory or slanderous **Public Disclosures** that could give rise to civil and/or criminal liability of the **Whistleblower** are strictly prohibited.

6 TRAINING AND INFORMATION

In compliance with the provisions of Article 4(2) and Article 5(1)(e) of Legislative Decree 24/2023, each Argea Group company promotes and ensures the dissemination and awareness of this Procedure through publication on the Company's institutional website and through publication on the computer platform dedicated to sending Reports.

Moreover:

- this Procedure is provided to all company employees as an integral part of the Organisational Model.
- In order to create an appropriate awareness of the purposes and protections recognised by Legislative Decree 24/2023, as well as a culture of integrity and responsibility in the Companies, the latter organise training sessions for personnel also aimed at disseminating knowledge of the regulations set out in this Procedure, and in particular on the issues exposed to all internal staff (including the rules on the processing of personal data).

Moreover, on a periodic basis or in the event of regulatory updates with regard to the relevant and applicable provisions concerning the management of **Reports**, the Companies shall carry out specific training activities for the **Report Manager/Whistleblowing manager** and other persons who may be involved, to ensure that the Reports received are dealt with appropriately and in accordance with the applicable provisions, and shall cover, among other issues, those concerning:

- Regulatory aspects.
- Procedures and preconditions.
- General and conduct principles.

7 DISCIPLINARY SYSTEM

In the event of a breach of this procedure and pursuant to Article 21 of Legislative Decree 24/2023, disciplinary proceedings shall be instituted against the person in charge, should the **Company** ascertain that:

- A **Violation** has been committed.
- **Retaliation** has been committed.
- the **Report** has been hindered or an attempt was made to hinder it.
- The obligation of confidentiality provided for in Article 12 of Legislative Decree 24/2023 has been breached.
- the **Whistleblower** has submitted a **Report, Public Disclosure** or a report to the judicial authorities with malicious intent or gross negligence.
- No verification and analysis of **internal reports** have been carried out.

In the event of **Violations** due to serious unlawful conduct pursuant to Legislative Decree No. 231 of 8 June 2001, or violations of the **Organisational Model**, the disciplinary proceedings instituted shall follow the provisions of the **Organisational Model** of the individual Group Companies.

This is without prejudice to the criminal and civil liability of the **Whistleblower** or reporting person who makes unfounded **Reports, Public Disclosures** or reports to the judicial authorities with malicious intent or gross negligence.

In particular, when the criminal liability of the Whistleblower or reporting person for offences of defamation or slander or his/her civil liability, for the same reason, in cases of wilful misconduct or gross negligence is established, the protection measures are not guaranteed and the **Whistleblower** or reporting person is subject to a disciplinary sanction to protect the **Company** and the **Person involved**, as well as to compensation.

A **Whistleblower** or reporting person who discloses or disseminates **information on Violations** covered by the obligation of secrecy relating to the protection of copyright or the protection of personal data, or discloses or disseminates **information on Violations** that offend the reputation of the **Person involved**, shall not be punishable - and shall not be held liable either civilly or administratively - when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the same information was necessary to disclose the **Violation**; all limited to the conduct, acts or omissions strictly necessary to disclose the **Violation**.

In the framework of the disciplinary proceedings, the identity of the **Whistleblower** may not be disclosed, if the accusation of the disciplinary charge is based on separate investigations additional to the **Report**, even if consequent to the report itself. Should the accusation be grounded, in whole or in part, on the **Report**, and knowledge of the identity of the **Whistleblower** is indispensable for the accused's defence, the **Report** may be used for the purposes of the disciplinary proceedings only if the **Whistleblower** has given his/her express consent to reveal his/her identity. The **Report Manager** shall be obliged to:

- verify whether the consent has been given/acquired in writing by the **Whistleblower**.
- Inform the Whistleblower in writing about the reasons why confidential data have been disclosed.

The **Companies**, through the bodies and functions specifically appointed for this purpose, shall impose, with consistency, impartiality and uniformity, sanctions proportionate to the respective violations of this procedure.

7.1.1 EMPLOYEES AND DIRECTORS

Failure to comply with and/or violation of the rules of conduct indicated in this procedure by employees/directors of the **Company** constitutes a breach of the obligations arising from the employment relationship and gives rise to the application of disciplinary sanctions.

Sanctions will be applied in accordance with the law and collective bargaining and will be proportionate to the seriousness and nature of the facts.

The investigation of the aforementioned violations, the management of disciplinary proceedings and the imposition of sanctions shall remain the responsibility of the designated and delegated corporate functions.

Violations of this procedure by members of the **Company's** corporate bodies must be reported to the **Report Manager**/Board of Directors, who will take the appropriate steps in accordance with the law.

7.1.2 THIRD PARTIES

Any conduct by **Third Parties** not complying with the provisions of this procedure may also result in the termination of the contractual relationship, without prejudice to any claim for compensation by the **Company** if damage is caused to it as a result of such conduct.