TITLE

PROCEDURE FOR REPORTING WRONG ACTIONS – WHISTLEBLOWING

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SUBJECT AND PURPOSE

The Procedure describes the reporting procedures, the protections provided for the whistleblower, the applicable disciplinary system, and aims to protect those who decide to report unlawful behavior as better described below.

operating procedures for reporting behaviors, acts, or omissions that the whistleblower becomes aware of in the workplace and which constitute violations are regulated **:**

i. of the **Organization, Management and Control Model pursuant to Legislative Decree 231/2001** ;

ii. of **national regulatory provisions** , such as civil, administrative, criminal and accounting offences;

iii. of **European Union law** which:

- Offences committed in violation of EU law in the areas of public procurement, services, products, and financial markets, and the 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; privacy and data protection; and network and information system security (e.g., environmental crimes);
- acts or omissions 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 Union expenditure);
- acts or omissions affecting the internal market which undermine the free movement of goods, persons, services and capital, including infringements of EU rules on competition and state aid, corporate tax and arrangements aimed at obtaining a tax advantage which defeats the object and purpose of the applicable corporate tax legislation;
- Acts or behaviors that undermine the object and purpose of EU provisions in the above-mentioned areas. For example , this category includes

abusive practices as defined by the case law of the Court of Justice of the EU.

This procedure **does not apply to:**

- to disputes, claims or requests related to a personal interest of the whistleblower or the person who filed the complaint with the Judicial or Accounting Authority that pertain exclusively to their individual employment relationships, or inherent to their employment relationships with hierarchically superior figures;
- to reports of breaches already mandatorily regulated by EU [1]or national acts, as well as reports of breaches relating to national security, as well as procurement relating to defence or national security aspects, unless such aspects are covered by law in EU regulations, directives, decisions, recommendations and opinions.

It is understood that each report will be subject to appropriate verification in order to assess whether it falls within the scope of the procedure.

SCOPE OF APPLICATION

This procedure applies to NT Majocchi srl, in all its offices, with reference to everything that occurs within the "work context".

The definition of "work context" must be broad and apply not only to those who have a strict employment relationship with NT Majocchi srl . It is also necessary to consider those who have established other types of legal relationships with the Company. This includes, among others, consultants, collaborators, volunteers, interns, partners, and individuals with administrative, management, supervisory, or representation roles, including in pre-contractual situations, probationary periods, or situations following the termination of the legal relationship if information about violations was acquired during the relationship itself.

VALIDITY

This Procedure is valid from its date of issue. Any subsequent updates cancel and replace previous versions.

[1] The EU has recognized the value of protecting whistleblowers in a number of legislative acts in the financial services sector, requiring them to activate internal and external reporting channels and explicitly prohibiting retaliation.

INTERNAL REFERENCES

- The NT Majocchi Code of Ethics , which expresses the values and principles of behavior that the company recognizes as its own and which it calls for compliance by all those who work to achieve its objectives.
- The Organization, Management and Control Model pursuant to Legislative Decree 231/01 and related internal procedures.

EXTERNAL REFERENCES

- Legislative Decree no. 24 of 10 March 2023 : Implementation of EU Directive 2019/1937 of the European Parliament and of the Council on the protection of persons reporting breaches of Union law and laying down provisions regarding the protection of persons reporting breaches of national legislation.
- Legislative Decree no. 231 of 8 June 2001 and subsequent amendments/additions: Administrative liability of companies and entities for criminal offenses.
- Guidelines issued by the ANAC on the protection of persons reporting violations of Union law and the protection of persons reporting violations of national legislation – protection for the submission and management of external reports

DEFINITIONS

Unlawful conduct : behaviors, acts or omissions that violate national legal provisions, such as civil, administrative, criminal and accounting offences, or European Union law within the limits set out above;

Reporter : A natural person who reports unlawful conduct based on information acquired in their work context . Reporters may include employees, self-employed workers, those with a professional collaboration relationship with the organization, freelancers and consultants, volunteers, interns, even unpaid, and, finally, individuals with administrative, supervisory, or representation roles. This also includes potential contractors/employees in pre-contractual situations, probationary periods, or situations following the termination of the legal

relationship if the information on the violations was acquired during the relationship itself.

Report Manager: The person responsible for managing reports received through the company's reporting channel.

Supervisory Body : collegial body established pursuant to Legislative Decree 231/2001 responsible for verifying compliance with the Organization, Management and Control Model and receiving reports.

ANAC : National Anti-Corruption Authority;

Reporting : the written or oral communication of information about violations;

Internal reporting: the written or oral communication of information on violations submitted through the internal reporting channel, as described in this Procedure;

External reporting : the written or oral communication of information on violations, submitted through the external reporting channel, as established by the ANAC;

Facilitator : a natural person who assists a reporting person in the reporting process, operating within the same work context and whose assistance must be kept confidential;

Work context : the work or professional activities, present or past, in the context of which, regardless of the nature of such activities, a person acquires information on violations and in the context of which he or she could risk retaliation in the event of reporting or making a public disclosure or reporting to the judicial or accounting authority;

Involved Person: 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 a person otherwise implicated in the reported or publicly disclosed violation;

Retaliation : any behavior, act or omission, even if only attempted or threatened, carried out as a result of the report, the complaint to the judicial or accounting authority or the public disclosure and which causes or may cause the reporting person or the person who filed the complaint, directly or indirectly, unjustified harm;

Follow-up : the action taken by the person responsible for managing the reporting channel to assess the existence of the reported facts, the outcome of the investigations and any measures adopted;

Feedback : communication to the reporting person of information relating to the follow-up that is being given or intended to be given to the report;

Public disclosure : making information about violations publicly available through print or electronic media or otherwise using means of dissemination capable of reaching a large number of people;

THE SAFEGUARDS

Protected subjects

- Those who report in good faith are protected against any form of retaliation, discrimination, or penalization. Sanctions are applicable to those who violate the whistleblower's protection measures. These disciplinary measures are imposed by the Human Resources and Organization department in accordance with the applicable National Collective Bargaining Agreement.
- Protection is also extended to the following subjects:
    - facilitators, as defined above;
    - work colleagues who work in the same work context as the whistleblower and have a habitual and ongoing relationship with him;
    - people who, in the same work context, are linked to the whistleblower by stable emotional ties [2]or kinship within the fourth degree;
    - entities owned by the reporting person or for which the reporting person works or which operate in the same work context.

Protecting the confidentiality of the whistleblower.

- The confidentiality of the whistleblower, the facilitator, the person involved, and the individuals named in the report is protected, also to prevent their exposure to retaliatory measures that may be taken as a result of the report. Specifically, the identity of the reporting person and any other information from which it may be deduced, directly or indirectly, cannot be disclosed to anyone other than those responsible for receiving or following up on reports, without the express consent of the reporting person.
- It is specified that in the context of criminal proceedings, the identity of the whistleblower is covered by confidentiality in the manner and within the limits established by Article 329 of the Code of Criminal Procedure.[3]

[2] It is believed that this expression could primarily refer to those who cohabit with the whistleblower. In line with the rationale of extending protection against retaliation as widely as possible, it is believed that the notion of a stable emotional bond can be understood not only as cohabitation in the strict sense, but also as an emotional relationship characterized by a certain stability both in terms of time and shared living arrangements. An emotional bond therefore involves a specific person. Consider, for example, a colleague (or former colleague) of the whistleblower who nevertheless maintains an emotional relationship with the whistleblower, even if this does not actually result in them sharing a home.

[3] Art. 329 of the Code of Criminal Procedure I. The investigative acts carried out by the public prosecutor and the judicial police, the requests of the public prosecutor for authorization to carry out investigative acts and the acts of the judge who decides on such requests are covered by secrecy until the defendant can have knowledge of them and, in any case, no later than the conclusion of the preliminary investigations.
II. When strictly necessary for the continuation of the investigation, the public prosecutor may, in derogation of the provisions of Article 114 , authorize, by reasoned decree, the publication of individual documents or parts thereof. In this case, the published documents are filed with the public prosecutor's office.
III. Even when the documents are no longer covered by secrecy pursuant to paragraph 1, the public prosecutor, if necessary for the continuation of the investigation, may order by reasoned decree:
a) the obligation of confidentiality for individual documents, when the accused consents to it or when knowledge of the document may hinder investigations concerning other persons;
b) the prohibition on publishing the content of individual documents or specific news relating to certain operations.

- In proceedings before the Court of Auditors, the whistleblower's identity cannot be revealed until the investigation phase is concluded.
- In the context of disciplinary proceedings, the identity of the whistleblower cannot be revealed if the disciplinary charge is based on investigations that are separate and additional to the report, even if they are a consequence of it.
- If the complaint is based, in whole or in part, on the report and knowledge of the whistleblower's identity is essential for the accused's defense, the report may be used for disciplinary purposes only if the whistleblower expressly consents to disclosure of his or her identity.
- To protect the confidentiality of the whistleblower, the Company has decided to manage reports electronically, using an encrypted channel, as will be specified below.
- In any case, confidentiality is guaranteed even in the case of reports made verbally via telephone, voice messaging, or through a face-to-face meeting with the person handling the report (at the reporter's request).
- If external parties are called upon to handle reports, they are responsible for processing based on a specific agreement stipulated with the organization's management and must provide sufficient guarantees to implement appropriate technical and organizational measures, as well as ensure compliance with confidentiality, data protection, and secrecy.
- The information acquired will be managed in compliance with the principles of personal data protection.
- Confidentiality protection does not apply if the reporting person has intentionally revealed his or her identity through, for example, web platforms or social media.

Protecting the confidentiality of the reported subject and other subjects

- The protection of the identity of the persons involved and of the persons mentioned in the report is guaranteed until the conclusion of the proceedings initiated based on the report, in compliance with the same guarantees provided for the reporting person.

Protection from possible retaliatory measures

- Any conduct, act, or omission, even attempted or threatened, carried out as a result of a report, a complaint to the judicial or accounting authorities, or public disclosure, which directly or indirectly causes or may cause unjustified harm to

the reporting person or other persons protected by the law, is prohibited. Unjustified harm is defined as an effect directly or indirectly caused by retaliation and inherent in the content of the retaliation itself.

- The following are considered prohibited retaliatory measures, 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 of working hours;

  d) suspension of training or any restriction of access to it;

  e) demerit notes or negative references;

  f) adoption of disciplinary measures or other sanctions, including pecuniary ones;

  g) coercion, intimidation, harassment or ostracism;

  h) discrimination or any other unfavorable 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;

  j) failure to renew or early termination of a fixed-term employment contract;

  k) damage, including to the person's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunities and loss of income;

  (l) improper listing on the basis of a formal or informal sectoral or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;

  m) early termination or cancellation of the contract for the supply of goods or services;

  n) cancellation of a license or permit;

  o) request to undergo psychiatric or medical examinations.

- The whistleblower is protected when he or she reasonably believes, also in light of the circumstances of the specific case and the data available at the time of the report, public disclosure, or complaint, that the information about the violations reported, disclosed, or reported is true. Mere suppositions or rumors are not sufficient to guarantee protection.
- For the purposes of protection, the personal and specific reasons that led people to make the report are irrelevant.

- The protection provided in the event of retaliation is not guaranteed when the reporting person is found, even by a first-instance court ruling, to be criminally liable for defamation or slander, or in any case for the same crimes committed with the report to the judicial or accounting authorities, or to be civilly liable, for the same reason, in cases of intent or gross negligence.

Protection from retaliation

- Even attempted or threatened retaliation must be reported to the ANAC, which is responsible for determining whether it is a consequence of the report, complaint, or public disclosure made.
- Acts taken in violation of the prohibition of retaliation are null and void.
- Anyone who engages in retaliatory or discriminatory behavior against protected individuals is subject to disciplinary action.

LIMITATIONS OF LIABILITY FOR REPORTERS, REPORTERS, OR PUBLIC DISCLOSURES

- The crimes of disclosure and use of official secrecy (Article 326 of the Criminal Code), disclosure of professional secrecy (Article 622 of the Criminal Code), disclosure of scientific and industrial secrets (Article 623 of the Criminal Code), violation of the duty of fidelity and loyalty (Article 2105 of the Civil Code), violation of provisions relating to the protection of copyright, the protection of personal data, disclosure or dissemination of information on violations that damage the reputation of the person involved, are not punishable, provided that:
  - There are reasonable grounds to believe that disclosure or dissemination of the information is necessary to uncover the violation. The whistleblower must therefore reasonably believe that the information must be disclosed because it is essential to reveal the violation, excluding any information that is superfluous, and not for ulterior or different reasons (e.g., gossip, vindictive, opportunistic, or sensationalistic purposes);
  - The reporting, public disclosure, or complaint must have been made in compliance with the conditions set forth in Legislative Decree 24/2023 and reported in this procedure.
- Both conditions must be met to exclude the whistleblower's liability. If met, those who report, denounce, or make a public disclosure do not incur any civil, criminal, administrative, or disciplinary liability (Article 20, paragraphs 1 and 2, Legislative Decree 24/2023).

THE CONTENT OF THE REPORTS

- Reports must provide useful information to enable the reporting manager to conduct the necessary and appropriate investigations and inquiries. Specifically, the following must be clear: the time and place of the reported event; a description of the event; and information identifying the person to whom the reported events are attributed.
- Reports can also be made anonymously.

PROCESS

Sending the report

The whistleblower may alternatively:

a. Use the dedicated reporting channel, accessible directly at the link https://private.mygovernance.it/mywhistleblowing/nt-majocchi/59048 or through the website www.majocchi.it , by clicking on "whistleblowing," where the same link is provided to submit a report. This platform uses encryption to ensure the confidentiality of the whistleblower's identity, the person involved, and any other person mentioned in the report, as well as the content of the report and related documentation. Reports can also be submitted anonymously through this channel.
b. Request a meeting with the report manager through the platform. In this case, the report will be made verbally and will be held in a secure location agreed upon with the report manager that will preserve the confidentiality of the reporter's identity.
c. Send a registered letter with return receipt to the manager of the report, attorney Lara Pellegrini, at her office in Milan at Via Podgora 13, postcode 20122.

The reporter, even if submitting an anonymous report on the platform, will be informed of the status of the report through the platform.

The operating procedures for transmitting reports are clearly explained in the tutorial accessible at the link below:

https://assistenza.mygovernance.it/portal/it/kb/my-whistleblowing

Receipt of the report

Management of the reporting channel is entrusted to Attorney Lara Pellegrini (Chair of the Supervisory Body pursuant to Legislative Decree 231/2001). The manager is

responsible for coordinating and conducting appropriate checks and investigations following the reports received.

Within seven days of receiving the report, the manager will issue an acknowledgement of receipt of the report.

Where an in-person meeting is required, it will be arranged within a reasonable timeframe and documented in writing.

Analysis and investigation

The manager may ask the reporting party for further information, if necessary, and will proceed with the necessary checks.

If, after a preliminary examination, the report is deemed unfounded or manifestly irrelevant, the manager updates the status of the report on the IT platform and provides immediate feedback to the reporting party regarding the archiving and the reasons for the archiving.

If the report concerns sensitive activities pursuant to Legislative Decree 231/01, the manager promptly notifies the Supervisory Body, always respecting the confidentiality of the reporting party. In this case, the reporting party is informed that the report will be forwarded to the Supervisory Body, which is responsible for receiving and managing reports under Legislative Decree 231.

Anonymous reports, that is, reports lacking any information that would allow the author to be identified, may also be considered well-founded. However, declaring your identity facilitates the assessment of their validity and subsequent verification.

If it is necessary to transmit the report to persons other than those authorised to receive or follow up on the report and expressly authorised to process the data contained therein, the manager of the report must obtain the prior express consent of the reporting party to reveal their identity or alternatively must omit any data or information from which their identity may be directly or indirectly deduced.

Internal investigation

If the report is deemed well-founded, the manager carries out the necessary checks, contacting the reporting party, if necessary, for appropriate additions or clarifications.

Within three months of receiving the notification, the manager will provide feedback to the reporting party.

At the end of the internal investigations, the manager provides evidence of the findings to the Board of Directors.

Once the verification activities are completed , the manager updates the status of the report on the platform and provides feedback to the reporting party.

Sanctioning System

At the conclusion of the verification activity, in the event that the checks carried out confirm the illicit conduct, the Report Manager:

- informs the Board of Directors for the application of disciplinary sanctions in accordance with the provisions of the National Collective Labor Agreement (CCNL) for the category.
- activates the decision-making process regarding any possible complaint to the judicial authority.

The disciplinary sanction applied is communicated by the Human Resources Management function.

However, if the investigations do not confirm the unlawful conduct and there is evidence that the whistleblower acted with intent or gross negligence, the Human Resources and Organization function is informed to apply disciplinary sanctions in accordance with the provisions of the National Collective Bargaining Agreement (CCNL) for the relevant category.

EXTERNAL REPORTING

- The whistleblower may submit a report to ANAC if, at the time of submission, one of the following conditions applies:
  - the mandatory activation of the internal reporting channel is not foreseen within the scope of his/her work context, or this, even if mandatory, is not active or, even if activated, does not comply with the provisions of Article 4;
  - the reporting person has already made an internal report pursuant to the article and the same has not been followed up;
  - the reporting person has reasonable grounds to believe that, if he or she were to make an internal report, it would not be effectively followed up or that the report itself could give rise to the risk of retaliation;
  - the reporting person has reasonable grounds to believe that the violation may constitute an imminent or manifest danger to the public interest.
- The channel established by ANAC guarantees, through encryption tools, the confidentiality of the identity of the reporting person, the person involved, and the person mentioned in the report, as well as the content of the report and related documentation.

- External reports must be sent only to ANAC, the sole body responsible for management.
- Instructions on how to use the external reporting channel, an explanation of the protection measures, contact information, the ways in which ANAC can ask the reporting party to provide additional information, the deadlines for responding to an external report, as well as the types of response and follow-up ANAC can provide to an external report, are published on the website www.anticorruzione.it.

PUBLIC DISCLOSURES

- The reporting person who makes a public disclosure benefits from the protection provided by this decree if, at the time of the public disclosure, one of the following conditions applies:
  - the reporting person has previously made an internal and external report or has directly made an external report, under the conditions set out above and no feedback has been given within three months regarding the measures envisaged or adopted to follow up on the reports;
  - the reporting person has reasonable grounds to believe that the violation may constitute an imminent or manifest danger to the public interest;
  - 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 specific case, such as those in which evidence may be hidden or destroyed or in which there is a well-founded fear that the person receiving the report may be colluding with the perpetrator of the violation or involved in the violation itself.
- The provisions on professional secrecy for journalists remain in place, with reference to the source of the news.