

# WHISTLEBLOWING MANAGEMENT PROCEDURE AND WHISTLEBLOWER PROTECTION MEASURES

## **DEFINITIONS**

OMM: the Organisational Management and Control Model as a whole, including the general section, special section, and annexes

SB: Supervisory Body

Recipients: the various subjects required to comply with the OMM and the Code of Ethics

## **INTRODUCTION**

Italian Law no. 179/2017 and, afterwards, Italian Legislative Decree no. 24/2023, extended the legal framework on **Whistleblowing** to ensure the confidentiality of the whistleblower's identity and the content of the reports submitted by the same. The law therefore introduces a new tool to facilitate the reporting of potentially unlawful conduct, by establishing that anyone who, in good faith, submits a report to their superior regarding illegal conduct of which they have become aware through their employment relationship may not be penalised, terminated, or subjected to any direct or indirect discriminatory measures affecting their working conditions for reasons directly or indirectly associated with the report submitted.

In light of the fact that the organisation, management and control system envisaged by Italian Legislative Decree no. 231/2001 is specifically aimed at preventing the commission of corporate crimes, the *Whistleblowing* legislation falls within the purview of the OMM and the control procedures.

Italian Legislative Decree no. 24/2023 also regulates the protection of persons who report violations of national and European Union law that harm the public interest or the integrity of the public administration or of a private enterprise, of which they may become aware in a public or private employment context.

**The regulatory provision referred to under art. 6 of Italian Legislative Decree no. 231/2001 was consistently integrated with the *Whistleblowing* discipline**, with detailed directives and instructions being provided for the establishment of the OMM, which are listed below for reference purposes.

*"The models referred to under paragraph 1, letter a) provide for - pursuant to the legislative decree transposing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 - the internal reporting channels, the prohibition of retaliation and the disciplinary system, adopted pursuant to paragraph 2, letter e)"* (art. 6.2-bis of Italian Legislative Decree no. 231/2001).

## **GENERAL OVERVIEW**

This procedure, which constitutes an integral part of this OMM, is intended to ensure the privacy of all subjects, including senior managers and their subordinates, who submit detailed whistleblower reports based on precise and consistent factual elements regarding illegal conduct, or violations of the OMM and the Code of Ethics adopted, pursuant to Italian Legislative Decree no. 231/2001, and to protect them against any discriminatory actions.

All whistleblower reports must be treated with the utmost confidentiality.

To this end, those who receive or become aware of a whistleblower report, or are otherwise involved in the process of managing the same, must act with the utmost confidentiality in order to protect the anonymity of the whistleblower, as well as the reputations of those referred to in the report itself, given that the contents of the report may not always be true.

If the report is false and has not been submitted in good faith, the whistleblower will be subject to disciplinary proceedings, after which penalties may be imposed in accordance with the provisions of the applicable collective labour agreements.

## **PROTECTED SUBJECTS**

This procedure aims to provide the Company's **senior management figures, subordinates, employees, and collaborators** with adequate and effective protection in the event that they should decide to submit a whistleblower report concerning violations of the OMM and the Code of Ethics, or any unlawful conduct. Reports can also be submitted by other subjects as referred to in Article 3 of Italian Legislative Decree no. 24/2023.

## **SUBJECT MATTER OF THE REPORT**

The reports to which this procedure refers are aimed at ensuring the "*protection of the legal entity's integrity.*" They can therefore refer to:

- violations of legal provisions by the Company's corporate bodies, senior management, subordinates, collaborators, or third parties;
- violations of the OMM and its annexes by Company's corporate bodies, senior management, subordinates, collaborators, or third parties;
- violations of the principles of the Code of Ethics by the Company's corporate bodies, senior management, subordinates, collaborators, or third parties;
- unlawful conduct by the Company's corporate bodies, senior management, subordinates, collaborators, or third parties;
- verified situations of abuse of power in the Company's relations, aimed at obtaining private advantages;
- conduct on the part of the Company's corporate bodies, senior management, subordinates, collaborators, or third parties that could result in financial or reputational damage to the Company;
- disloyal conduct to the detriment of the Company itself on the part of the Company's corporate bodies, senior management, subordinates, collaborators, or third parties;
- contractual violations committed by the Company's corporate bodies, senior management, subordinates, collaborators, or third parties.

Violations under Italian Legislative Decree no. 24/2023 for which this whistleblowing procedure applies include:

- unlawful conducts which are relevant under Italian Legislative Decree no. 231/2001 and breaches of the OMM;
- offences falling within the scope of application of the European Union or national acts indicated in the annex to Italian Legislative Decree no. 24/2023, or of the national acts implementing the European Union acts indicated in the annex to Directive (EU) 2019/1937, although not indicated in the annex to Italian Legislative Decree no. 24/2023, relating to the following sectors: public procurement; financial services, products and markets and prevention of money laundering and the 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 personal data protection and the security of networks and information systems;
- acts or omissions harming the financial interests of the European Union;
- acts or omissions harming the internal market, including violations of European Union competition and state aid rules, as well as corporate tax rules;
- acts or conducts that jeopardize the object or purpose of the provisions of EU acts in the above-mentioned sectors.

Reports that appear not to fall within the purview of the 231 system, of the violations according to Italian Legislative Decree no. 24/2023 and of the *Whistleblowing* regulations are beyond the scope of this procedure, and, as such, will not be approved. Whatever the case, the following types of reports will not be taken into consideration (except for the purpose of possibly taking disciplinary, compensatory, or even criminal action against the whistleblower: in fact, the reporting – and anonymity – tool may not be used as a mechanism to promote conduct that is unlawful or otherwise harmful to the Company):

- reports that do not directly or indirectly pertain to the activities of the Company, its corporate bodies, and/or the personnel who carry out work in the Company's interests, unless differently provided by Italian Legislative Decree no. 24/2023;
- reports regarding situations of a purely personal nature;
- reports that merely convey claims or grievances relating to one's job position or employment relationships
- reports that spread forms of intolerance and hatred (containing racist, xenophobic, homophobic, or sexist views, or referring to sexual, religious, political, and/or philosophical orientations, etc.);
- reports with insulting, threatening, defamatory, or otherwise illegal content;
- reports intended as tools for the commission of illegal acts, even for the violation of duties of secrecy and/or confidentiality.

### **RECIPIENT OF THE REPORTS**

The reports referred to in this procedure are addressed to the appointed SB

If the *Whistleblower* should submit their report to the head of their own department (or their hierarchical superior), the latter shall be obliged to immediately forward it to the appointed SB, to keep the contents of the report strictly confidential, and to refrain from engaging in any discriminatory or retaliatory conduct.

## **CONTENTS OF THE REPORT**

The regulation establishes the reporting methods, stating that the reports must be “*substantiated*” and must convey information regarding “*unlawful conduct, relevant for the purposes of this decree and based on precise and consistent facts, or of violations of the organisation and management model of the entity, of which they have become aware due to the functions performed*” (article 6 of Italian Legislative Decree no. 231/2001).

The subject matter of the report must be “***substantiated***” with **specific facts, actions, and conduct, the basic and empirically verifiable aspects of which must be provided.**

To the extent possible, the whistleblower must identify the perpetrator of the reported conduct.

The report must refer to “*illegal conduct (...) or violations of the Entity’s organisation and management model of which they have become aware due to the functions performed*”, and the whistleblower must have **immediate, direct, and personal knowledge and perception of the facts, actions, and conduct being reported.**

The report is not protected if the *Whistleblower’s* knowledge of the reported facts, actions, or conduct is dependent upon other parties (so-called *hearsay*).

## **SUBMISSION OF THE INTERNAL REPORT**

Reports addressed to the appointed SB are considered validly transmitted by any means, provided that they are suitable for ensuring knowledge of the contents and confidentiality.

The *Whistleblower* can submit the report to the SB:

- by delivering it in a sealed envelope marked “Confidential”
- by mailing it in a sealed envelope marked “Confidential”
- by sending via e-mail;
- by verbal report to the phone number +39 366 6359550;
- via the platform that guarantees the sender’s anonymity.

In order to promote the reporting system and simultaneously protect the privacy of the persons involved and concerned, the Company has set up:

- a mailbox at the company’s headquarters dedicated to communications and reports intended for the SB;

The mailbox can only be accessed by the SB.

- an e-mail address, specifically activated by the Company.

The e-mail address is: odv@fercam.com

The e-mail address odv@fercam.com can only be accessed by the SB.

- the “Whistleblowing” platform

The SB regularly views the correspondence and periodically checks the functionality of the dedicated mailbox.

Reports sent to the SB through the postal service must be addressed to the SB.

Reports can be submitted to the SB in person.

If the report is submitted to another person, the latter is required to immediately forward it to the SB, subject to compliance with the confidentiality obligation and the prohibition to engage in retaliation or discrimination.

## **METHODS OF SUBMITTING REPORTS**

The SB ensures that the recipients of the OMM and the Code of Ethics are aware of the *Whistleblowing* system, and the functionality of the reporting mechanisms (email account functionality).

Reports submitted via the platform or in a sealed envelope **can be anonymous.**

The whistleblower can decide to include a signed copy of their identity document along with their report.

In this case, the *Whistleblower* can either indicate their personal details in the body of the report, or else include a sealed envelope containing their personal details and a signed copy of the whistleblower’s identity document.

In order to facilitate the whistleblowing process, a prepared form has been attached to this procedure, which whistleblowers can use to submit reports.

## **REPORT HANDLING METHODS: CONFIDENTIALITY**

The SB and anyone who receives a whistleblower report must always maintain the confidentiality of the whistleblower’s identity and the contents of the report itself.

The confidentiality obligation is also incumbent upon the person reported, who, for reasons relating to their right to defend themselves, has access to the report, and potentially the whistleblower’s identity. The information learned

from the reported party may only be used for defensive purposes within the context of disciplinary, civil, accounting, administrative, or criminal proceedings.

### **REPORT HANDLING METHODS: VERIFICATION AND INVESTIGATION.**

The report management process consists of the receipt of the report, investigation, assessment, and, ultimately, a provision for action to be taken.

Upon receiving the report, the SB takes immediate action, in accordance with the same principle of timeliness and immediacy that governs the disciplinary procedure:

- it opens and registers all the reports received;
- it conducts a preliminary examination of the report received in order to determine whether it falls within the purview of the *Whistleblowing* regulation;
- if so, it verifies the contents of the report as quickly as possible and, in any case, no later than thirty days of receiving the report;
- to this end, if necessary, it acquires documentation relating to the area of activity in which the reported facts, conduct, or behaviour are said to have occurred;
- if necessary, it carries out inspections and checks;
- if necessary, it summons the whistleblower, taking all the appropriate precautions to ensure maximum confidentiality;
- if necessary, it summons other subjects to verify the reported facts, conduct, or behaviour, taking all the appropriate precautions to ensure maximum confidentiality;

The people to whom the requests are sent must provide the documentation indicated by the SB, and possibly a report on the activities carried out.

Pursuant to Italian Legislative Decree no. 24/2023: the whistleblower shall receive acknowledgement of receipt of the report within seven (7) days from the date of receipt by the SB; the SB shall provide a reply to the report within three (3) months from the date of the acknowledgement of receipt or, in the absence of such acknowledgement, within three (3) months from the expiry of the period of seven (7) days from the submission of the report.

### **REPORT HANDLING METHODS: RESULTS AND CONSEQUENT MEASURES**

All reports received, opened, and registered are examined and concluded with results issued by the SB. If the report is found to be insufficiently detailed/unfounded/irrelevant, the SB archives it, providing the whistleblower and the Board of Directors with a prompt justification, so that the contents of the report (if found to be irrelevant or unfounded for the purposes of Italian Legislative Decree no. 231/2001) can be evaluated for different purposes.

If the report is found to be relevant and well-founded, the SB transmits the report to the Board of Directors (keeping the personal details of the whistleblower confidential), complete with a reasoned opinion on the same, recommending a penalty based on the penalty system in place, or appropriate measures to be taken by the Company's top management.

After receiving the report and the opinion of the SB, the Board of Directors decides upon the consequent measures to be adopted and communicates them to the SB, which in turn will promptly notify the whistleblower, within the limits of the confidentiality of the parties involved.

In order to ensure the complete traceability of the interventions undertaken for the fulfilment of its institutional functions, the SB logs all the reports received, records the checks and actions carried out, and retains the relevant documentation.

Documents in paper format are stored in a place accessible only to the SB, and those in electronic format are stored on password-protected media with login credentials known exclusively by the SB.

### **WHISTLEBLOWER PROTECTION**

The whistleblower can choose either to remain anonymous or to provide their personal details.

Whatever the case, the Company ensures the confidentiality of the whistleblower's identity throughout all stages of the reporting process, and protects them against all forms of discrimination and/or retaliation for having submitted the report.

The whistleblower's identity may not be disclosed without the express consent of the whistleblower him/herself; this also applies to the Company's top management, which may not conduct investigations or request information in order to determine the whistleblower's identity (unless the report itself is not approved, as specified above).

If disciplinary proceedings are initiated as a result of the facts contained in the report, the reported party shall only have the right to know the whistleblower's identity if absolutely essential for their defence.

In this case, the reported party will nevertheless be required to maintain the whistleblower's identity confidential outside the context of their defence in the disciplinary (and/or criminal and/or civil) proceedings, and will remain prohibited to engage in any retaliatory and/or discriminatory activities against the whistleblower.

Any violation of the confidentiality of the whistleblower's identity will constitute grounds for disciplinary action.

### **PROTECTION OF THE REPORTED PARTY**

The confidentiality of the reported party's identity is protected to the extent envisaged by the provisions for the sector.

In the case of reports with insulting, threatening and/or defamatory content, reports that constitute unlawful acts or preparations to commit unlawful acts, and reports that violate obligations of secrecy/confidentiality, the whistleblower is not guaranteed any form of protection. On the contrary, in such cases the Company grants the due protections to the reported party, or, in any case, to the party concerned.

The intentional and conscious abuse of the Whistleblowing tool by submitting reports that are not allowed, and the submission of false reports with malice or gross negligence, constitute forms of conduct for which penalties can be applied by the Company.

### **REPORTING OF DISCRIMINATORY BEHAVIOUR**

The Company undertakes to protect the whistleblower, in good faith, against any form of retaliation or discrimination, whether direct or indirect (e.g. disciplinary penalties, mobbing, demotion, transfers, dismissal, etc.), for having submitted an approved report.

Those who engage in such forms of retaliation or discrimination, either directly or indirectly, shall be subject to disciplinary measures and penalties to be determined based on the current penalty system.

If the whistleblower believes that he/she has suffered retaliatory or discriminatory actions for having submitted the report, he/she must immediately notify the SB. After having carried out the appropriate checks, the SB will adopt a provision in accordance with the time frames and methods indicated in this procedure, which it will communicate to the Board of Directors.

### **COMMUNICATION, INFORMATION AND AWARENESS**

Communication, training, and awareness-raising activities concerning the reporting system and the contents of this procedure are conducted among all the recipients of the OMM and the Code of Ethics.

Third parties can also submit reports to the SB.

To this end, the adoption of the *Whistleblowing* procedure is specified in the contractual relationships, and the reporting channels indicated above, through which third parties can also submit reports, are highlighted.

### **REPORTING ACTIVITIES**

The SB transmits a report summarising the whistleblower reports received to the Company's Board of Directors at the intervals specified in the information flows procedure, in compliance with the confidentiality obligation, indicating the subject matter of the reports, the activities carried out, and the relative outcomes.

In the annual report, the SB also reports on the implementation status of the *Whistleblowing* system itself.

The SB promotes the updating of the OMM, the Code of Ethics, and this procedure in consideration of the reports received, and whenever any critical issues arise concerning the suitability and effectiveness of the OMM and this procedure.

### **EXTERNAL REPORTING CHANNELS**

Pursuant to Article 6 of Legislative Decree 24/2023:

*"The reporting person may file an external report if, at the time of its submission, one of the following conditions is met:*

- (a) the mandatory activation of the internal reporting channel is not provided for within his working context, or this channel, even if mandatory, is not active or, even if activated does not comply with the legal provisions [...];*
- (b) the reporting person has already made an internal report [...] and it was not followed up;*
- (c) the person making the report has reasonable grounds to believe that, if he/she were to make an internal report, it would not be effectively followed up or that the report would give rise to a risk of retaliation;*

*(d) the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest."*

An external reporting channel that guarantees, also through the use of encryption tools, the confidentiality of the identity of the whistleblower, the person involved and the person mentioned in the report, as well as the content of the report and the related documentation, is activated by ANAC (Italian National Anti-Corruption Authority).

**Reporting Form to Fercam S.p.A. SB**

Report pursuant to art. 6 of Italian Legislative Decree no. 231/2001 and Italian Legislative Decree no. 24/2023

To the attention of  
**Supervisory Body**  
**Fercam S.p.A.**

*Submission methods:*

*place in a sealed envelope and deposit in the SB's mailbox at the Company's headquarters; send by mail in a sealed envelope addressed to the SB at the Company's headquarters; send by e-mail to the dedicated e-mail address (odv@fercam.com); deliver by hand to the SB; submit via the "Whistleblowing" platform*

**Reported party/parties**

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**A substantiated and detailed description of the facts, actions, and conduct for which the report is being submitted**

*(unlawful conduct, relevant for the purposes of this decree and based on precise and consistent facts, or of violations of the organisation and management model of the entity, of which they have become aware due to the functions performed", article 6 of Italian Legislative Decree no. 231/2001, and violations pursuant to art. 2 of Italian Legislative Decree no. 24/2023)*

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**Indication of the evidence useful for verifying the content of the report**

(documents, people with knowledge of the facts)

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*Place, date*

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**The whistleblower can choose to remain anonymous.**

However, if the whistleblower should decide to include his/her personal details and sign the report, the **Company undertakes to guarantee maximum confidentiality and to protect them against any retaliatory or discriminatory actions** for having submitted this report.

**Whatever the case, the whistleblower is disciplinarily, civilly, and criminally liable for any false reports submitted with malice or gross negligence, as well as those with defamatory, threatening, or illegal content.**

*Signature*

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