



PROCEDURE WHISTLEBLOWING

Index

1. Introduction	3
2. Purpose of the Procedure	3
3. Scope of applicability and Recipients.....	3
4. Constituent elements and object of the Report	4
4.1 Exclusions	5
5. Anonymous Reporting	5
6. Reporting channels	6
6.1 Internal Reporting Channels.....	6
6.1.1 Referral Manager.....	7
6.1.2 Reporting to an Incompetent Person	7
6.1.3 Reporting Management Activities.....	7
6.1.4 Feedback to the Whistleblower.....	8
6.2 External Signaling Channel	8
6.3 Public Disclosure.....	9
6.4 Reporting to the judicial or accounting authorities	9
7. Protection and protection of the Whistleblower	9
7.1 Prohibition of retaliation	10
7.2 Obligation of confidentiality.....	10
7.3 Reporting Person's Responsibilities and Limitations of Liability.....	11
8. Protection of the Reported	11
9. Processing of personal data	11
10. Archiving and Preservation of Records.....	12
11. Dissemination and implementation.....	12

1. Introduction

In Italy, the institution of *Whistleblowing* was introduced, at first, in the public sector with the issuance of Law No. 190 of 6 November 2012 and subsequently found its application also in the private sector with the issuance of Law No. 179/2017 with regard to entities and companies that had adopted an Organization, Management and Control Model pursuant to Legislative Decree 231/2001 (hereinafter also the "Model").

The term *Whistleblowing* refers to an institution of Anglo-Saxon origin that allows employees, collaborators and all stakeholders of a company or entity to report to specific subjects and bodies, specifically appointed, the commission of a crime or offence committed in the workplace by other subjects, operating within the same corporate or corporate structure.

The Report is, therefore, an act of manifestation, through which the Whistleblower (so-called *Whistleblower*) helps the institution to reduce and prevent the emergence of risks and prejudicial situations.

Legislative Decree no. 24 of 10 March 2023 (hereinafter also the "Decree") has recently updated the *Whistleblowing* regulations, which implemented 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 national laws, of which they have become aware in a public or private work context that has extended its scope of application.

Finally, the ANAC Guidelines, adopted by resolution of 12 July 2023, and the Confindustria Operational Guide for private entities, dated 27 October 2023, completed the regulatory framework illustrated.

Given the above, ILPRA S.p.A. (hereinafter also "ILPRA" or "Company") has decided to adopt this *Whistleblowing Procedure* (hereinafter the "Procedure"), with the aim of ensuring and promoting the communication of violations, including suspected ones, of national and international legislation, anti-corruption guidelines, as well as violations of procedures and company rules.

For anything not expressly indicated in this Procedure, the provisions of the Decree remain fully applicable.

2. Purpose of the Procedure

The Company, through the adoption of this document, aims to prevent the harmful consequences of potential behaviour committed within the workplace and contrary to laws and/or regulations.

The purpose of this Procedure is to regulate the process of sending, receiving, analysing and processing Reports, sent or transmitted by anyone, including anonymously, as well as to regulate the methods of archiving and subsequent deletion of Reports and related documentation.

3. Scope of applicability and Recipients

The Recipients of this Procedure are:

- the top management and members of the corporate bodies of the Company;

The Recipients are required to promptly make the Reports through the methods described below, refraining from undertaking independent investigation and/or in-depth initiatives.

The provisions contained in this Procedure apply in favour of the *whistleblower* not only in the constancy of the legal relationship, but also in the event that the Report is submitted:

- when the legal relationship has not yet started and whether information on the breaches has been acquired during the selection process or at other pre-contractual stages;
- during the probationary period;
- after the termination of the legal relationship, if information on violations has been acquired during the same.

4. Constituent elements and object of the Report

The Report must have an accurate and precise content such as to allow the start of the due and necessary checks and/or investigations, so that the validity of the reported facts can be assessed.

The *whistleblower* must make the Reports in good faith and in a spirit of responsibility.

For this reason, it is advisable that the Notice contains:

- the details of the person making the Report or the indication of elements that allow his/her identification, if it is not desired to proceed with an anonymous Report (*see* Par. 5);
- identification data or other elements that allow the identification of the person to whom the reported facts can be attributed;
- the circumstances of time and place in which the event occurred, which is the subject of the Report;
- the clear and complete description of the fact.

In order for the Report to be as detailed and complete as possible, it is useful for the Whistleblower to indicate the details of any other parties, who may report on the facts reported, as well as to attach documentation to support the validity of what has been declared.

The Reports must be of interest to the common good and fall within the types of non-compliance provided for by the system, as implemented.

If the Whistleblower does ¹ not consider the content of the Report to be adequately detailed, it may request further clarifications from the *whistleblower* through the channel set up for this purpose or even in person, if the Whistleblower has requested a direct meeting.

Any information, learned in the context of work, on violations, including well-founded suspicions, of national and European Union regulations, which harm the public interest or the integrity of the public administration or private entity, committed within the organization of the entity with which

¹ Cf. As better defined in Par. 6.1.1

By way of example and not limited to, the following may be the subject of *whistleblowing communication*:

- violation of rules aimed at the protection of privacy and personal data, as well as the security of network and information systems;
- violation of the rules for the protection of public health;
- violation of environmental protection regulations;
- violation of state aid rules;
- offences committed in the context of the management of public contracts;
- infringement of competition rules.

All those situations which, although not already constituting violations, could be qualified as such on the basis of concrete elements, may also be the subject of Reports.

The Report may concern anyone who operates in the interest or to the advantage of the Company or carries out their work and/or professional activity in favour of or on behalf of ILPRA or is linked to the same by business relationships.

Should the Recipients detect or become aware of possible unlawful conduct or irregularities, committed in the performance of their work or impacting on the same, by persons who have relations with ILPRA, they are required to activate this Procedure by reporting the facts, events and circumstances that they believe, in good faith and on the basis of reasonable factual elements, have determined such violations and/or conduct contrary to the Company's principles.

4.1 Exclusions

The following cannot be the subject of a Report:

- information acquired on the basis of indiscretions or rumors that are scarcely reliable (so-called rumors);
- the unfounded news;
- information in the public domain;
- disputes, claims or requests related to a personal interest of the reporting person or the complainant, which concern only his or her individual employment or public employment relationships, or concerning his or her employment or public employment relationships with hierarchically superior figures;
- Reports of violations already compulsorily regulated by specific European regulatory acts and implementing provisions of the Italian legal system, as they already promote guarantees and specific Reporting procedures (Part II, Annex to Legislative Decree 24/2023);
- Reports of national security breaches, as well as procurement related to defence or national security aspects, unless such aspects fall under relevant secondary legislation of the European Union.

5. Anonymous Reporting

The Whistleblower is granted the possibility of making Reports anonymously, i.e. without elements that allow the identification of his or her identity.

Anonymous Reports, where they are detailed, circumstantial and supported by appropriate documentation, are equivalent to ordinary Reports.

The Report Manager shall register the same, as well as archive the related documentation, according to the general criteria for the preservation of the applicable documents.

6. Reporting channels

The Legislator has provided for the establishment of various reporting channels that can be used by the Whistleblower:

- internal reporting channels;
- external signaling channel;
- public dissemination;
- report to the judicial or accounting authority

It is of crucial importance to point out that the reporting channels listed are not alternatives: the Whistleblower is required to transmit the Report through the internal reporting channel, considered the main one, and to use the other channels indicated only when the conditions specifically established by the Legislator for each method of communication and reported in this Procedure are met.

6.1 Internal Reporting Channels

The Company has set up specific communication channels, structured as follows:

- Software with written and oral mode at the following *link*: <https://digitalroom.bdo.it/Ilpra>;
- Ordinary mail to the attention of the Ilpra Reporting Manager at the following address: Via Madonna Sette Dolori n. 11 - 27029 – Vigevano (PV)²;
- Direct meeting with the Whistleblowing Manager, at the express request of the Whistleblower.

The Company undertakes to ensure the confidentiality of the identity of the reporting person, the Facilitator³, the person involved or in any case of the persons mentioned in the Report, as well as the content of the Report and any attached documents.

The Whistleblower is always allowed to remain anonymous.

² If the Whistleblower chooses to submit the Report through the ordinary mail channel, it is necessary, in view of the registration of the Report, that it be placed in two sealed envelopes:

- the first containing the personal details of the Whistleblower together with a photocopy of the identification document, if the subject chooses not to remain anonymous;
- the second containing the actual Report.

The Whistleblower must then insert both envelopes in a third sealed envelope that bears the words "reserved" to the Ilpra Reporting Manager on the outside.

The Report will be subject to confidential registration, also by means of an independent register, by the Report Manager.

³ See better defined in Par. 7.

6.1.1 Referral Manager

The Whistleblowing Manager is identified as Avv. Andrea Rodolfo Masera, with office in Vigevano, via Madonna Sette Dolori n. 11, telephone 0381691504, mail: masera@studio-avvocati-associati.it

Following receipt of the Report, the Reports Manager shall:

- within seven days of receipt of the Report, to issue, where possible, an acknowledgment of receipt;
- where possible and necessary, to maintain discussions with the reporting person and, where necessary, to request further information;
- to carry out the preliminary activity relating to the Report;
- to provide feedback on the Notice within three months of the acknowledgement of receipt or, in the absence of the acknowledgement of receipt, within three months of the expiry of the term of 7 days from the submission of the Report.

In the management of operational activities, the Whistleblowing Manager may make use of the support of specifically trained and authorised internal resources.

If the Whistleblower coincides with the Reported Person or is in any case a person involved or affected by the Report, the Report must be promptly sent to the Board of Directors, which will ensure the effective, independent and autonomous management of the Report, always in compliance with the obligation of confidentiality provided for by the regulations.

6.1.2 Reporting to an Incompetent Person

The Report, sent to a person other than the one identified and deemed competent, is considered a "*Whistleblowing Report*", if the Whistleblower expressly declares that he or she wishes to benefit from the protections provided for *whistleblowing* or this intention can be inferred from the content of the Report. In these two cases, the Report must be sent, within seven days of its receipt, to the Report Manager, giving simultaneous notice of the transmission to the Whistleblower.

6.1.3 Reporting Management Activities

The Report is initially subjected to a preliminary check aimed at verifying its admissibility and admissibility.

The Whistleblowing Manager verifies that the subject of the Report falls within the scope of the Decree and that the Whistleblower is one of the persons entitled to submit a *Whistleblowing Report*. Once the admissibility of the Report has been verified, the Whistleblowing Manager checks its admissibility as a "*Whistleblowing Report*", i.e. it ascertains that the Report has the constituent elements described above (*Cfr.* par. 4).

If the Report is inadmissible or inadmissible, the Report Manager shall file it, ensuring in any case the traceability of the supporting reasons.

Once the admissibility and admissibility of the Report has been verified, the Report Manager begins the investigation: it analyzes the facts and conduct reported to assess their validity.

The investigation and verification activity is the exclusive responsibility of the Whistleblowing Manager, who also has the duty to ensure that all the necessary checks are carried out correctly,

for example the hearings of persons informed of the reported facts and the acquisition of additional documents or information.

If the Whistleblowing Manager deems it essential to make use of the technical assistance of third-party professionals, as well as the specialist support of personnel from other company functions/departments, in order to guarantee the confidentiality obligations required by law, it obscures any type of data that may allow the identification of the reporting person or any other person involved (think, for example, to the Facilitator or other persons mentioned in the Report).

Once the assessment activity has been completed, the Whistleblowing Manager may:

- dismiss the Report because it is unfounded, justifying the reasons;
- declare the Report well-founded and contact the competent internal bodies/functions for the relevant follow-up. On this point, the Whistleblowing Manager is not responsible for assessing individual responsibilities and any subsequent measures or proceedings.

The entire management activity of the Report must be tracked and archived regularly and, in any case, the protection of the confidentiality of the identity of the reporting person, the Reported Person and all the persons involved and/or mentioned in the Report must always be guaranteed.

6.1.4 Feedback to the Whistleblower

The Whistleblowing Manager must reply to the Whistleblower within three months from the date of the acknowledgement of receipt or, in the absence of such notice, within three months from the date of expiry of the seven-day period for such notice.

However, this deadline is not peremptory, since there may be circumstances that require more time for the necessary checks to be carried out.

Therefore, at the end of the three months, the Whistleblowing Manager informs the Whistleblower:

- the filing of the Report, justifying the reasons;
- the ascertainment of the validity of the Report and its transmission to the competent internal bodies;
- the activity carried out up to that moment and/or the activity he intends to carry out.

In the latter case, the Whistleblowing Manager shall also notify the reporting person of the final outcome of the further investigation carried out.

6.2 External Signaling Channel

The Whistleblower may also make the Report through the external channel set up at the National Anti-Corruption Authority (ANAC), which is entrusted with the task of ensuring 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 the related documentation.

Access to the external channel is allowed only under certain conditions and, specifically, when:

- there is no internal reporting channel within the company or, if there is, it is not active or compliant with the law;
- the internal report submitted was not followed up;

ANAC, at the end of its investigation, must communicate its determinations to the Whistleblower, which may consist of filing, transmitting to the competent authorities, issuing a recommendation or applying an administrative sanction and, if it ascertains the existence of retaliation in the private sector deriving from the Reports, it must inform the National Labour Inspectorate.

6.3 Public Disclosure

The Whistleblower may also make the Report through the tool of public disclosure, i.e. by making information on violations public with the help of the press or other electronic means or in any case through means of dissemination capable of reaching a large number of people.

In order to be able to make a Report through this method, the following conditions must be met:

- the reporting person has previously made an internal and external Report or has directly made an external Report under the conditions and in the manner provided for in this *policy*, and has not received any feedback within the terms provided for or adopted to follow up on the Report;
- the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest;
- the reporting person has reasonable grounds to believe that the External Reporting may involve the risk of retaliation or may not be effectively followed up due to the specific circumstances of the specific case.

6.4 Reporting to the judicial or accounting authorities

The Whistleblower may contact the judicial or accounting authorities to report the commission of unlawful conduct of which he or she has become aware in the workplace.

The same rules on the protection of confidentiality and the content of the Reports must be respected by the officers of the judicial authority, to whom the complaint is made.

7. Protection and protection of the Whistleblower

The protection measures, provided for by the Legislator and listed below, apply not only to the *whistleblower*, but also to other subjects who could suffer retaliation, due to the role assumed or the particular proximity or bond with the Whistleblower. In particular, these are the following subjects:

- Facilitators, i.e. the natural persons who assist the Whistleblower in the Reporting process, whose assistance must be kept confidential;

- persons in the same working context as the Whistleblower, in constancy of a stable emotional or kinship bond within the fourth degree;
- the work colleagues of the Whistleblower, who work in the same working context as the same and who have a habitual and current relationship with said person;
- entities owned by the Whistleblower or for which the Whistleblower works, as well as entities operating in the same working context as the reporting person.

The application of protective measures is provided for only if the following conditions are met:

- at the time of the Report, the Whistleblower had reasonable grounds to believe that the information on the reported violations was true and fell within the objective scope referred to in art. 1 Legislative Decree 24/2023;
- the Report was made in accordance with the provisions and dictates of this Procedure.

It should be noted that the personal reasons, which led the person to report, are not relevant for the purposes of the recognition of protection.

7.1 Prohibition of retaliation

The Company repudiates any behaviour, act or omission, even if only attempted or threatened, carried out by virtue of the Report and which causes or may cause the Whistleblower, directly or indirectly, unjust damage.

By way of example and not limited to, retaliation is to be considered:

- demotion in rank or non-promotion;
- the non-renewal or early termination of a fixed-term employment contract;
- dismissal, suspension or equivalent measures;
- the change of functions, the change of the place of work, the reduction of salary, the modification of working hours;
- the early conclusion or cancellation of the contract for the supply of goods or services;
- negative notes of merit or negative references;
- discrimination or disadvantageous treatment.

The Whistleblower may communicate retaliation, even if only attempted or threatened, to ANAC, which will inform the National Labour Inspectorate, for the measures within its competence.

ANAC has the task of ascertaining the causal link between the retaliation and the Report and, in the event of a positive finding, deciding on the application of administrative sanctions, against the person responsible for the retaliation.

The Whistleblower, should he be dismissed by virtue of the Report submitted, has the right to be reinstated in the workplace, pursuant to art. 18 Law 300/1970 or art. 2 of Legislative Decree 23/2015, due to the specific regulations applicable to the worker.

7.2 Obligation of confidentiality

All Reports received will be treated confidentially within the limits and to the extent permitted by the specific circumstances.

Without the express consent of the Whistleblower, his/her identity and any other information or sensitive data from which it may be derived, directly or indirectly, may not be disclosed to persons other than those competent to receive and/or follow up on the Report, expressly authorized to process such data pursuant to Articles 29 and 32, paragraph 4 of EU Regulation 679/2016 and art. 2-*quaterdecies* of the code regarding the protection of personal data pursuant to Legislative Decree 196/2003.

7.3 Reporting Person's Responsibilities and Limitations of Liability

The legislation provides for sanctions against the Whistleblower, where possible, when the criminal liability of the reporting person for the crimes of defamation or slander is ascertained, even by first instance judgment, or his civil liability in cases of Reports made with intent or gross negligence or that should prove to be false, unfounded or in any case made for the sole purpose of damaging the Company, the Reported or other parties affected by the Report.

The Company may take appropriate steps to protect its rights.

The Whistleblower may not be punished if, as part of his or her Report, he or she reveals or disseminates information on violations:

- covered by the obligation of secrecy;
- relating to the protection of copyright;
- on the protection of personal data,
- that offend the reputation of the person involved or reported.

The exclusion of liability applies only if the following conditions are cumulatively met:

1. the Whistleblower, at the time of the Report, had reasonable grounds to believe that the disclosure of such information was necessary to reveal the violation;
2. the Report has been made in compliance with the provisions of this Procedure.

Likewise, unless the fact constitutes a crime, the Whistleblower does not incur any civil or administrative liability in the event of lawful access to the information reported or to the documents containing such information.

8. Protection of the Reported

The Report is not sufficient in itself to initiate any disciplinary proceedings against the Reported.

If, following concrete feedback acquired regarding the Report, it is decided to proceed with the preliminary activity, the Reported person may be consulted and will be guaranteed the right to provide any necessary clarification.

9. Processing of personal data

The personal data collected as a result of Reports are processed in accordance with the provisions of Regulation (EU) 2016/679 ("GDPR") and Legislative Decree 196/2003 (*Privacy Code*).

The Company is the data controller and adopts all appropriate measures to protect the rights and freedoms of the data subjects, respecting their dignity, with particular attention to the confidentiality and security of the data.

The Whistleblowing Manager holds the position of Authorised to Process Personal Data.

The personal data of the data subjects (Whistleblowers) are processed for the purposes related to this Procedure and for the fulfilment of the obligations provided for by law.

Therefore, mere complaints or complaints do not fall within the aforementioned treatment.

Only the data strictly and objectively necessary to verify the validity of the Report will be stored and, therefore, processed.

Personal data, which are clearly not useful and necessary for the processing and management of a given Report, are not collected or, if collected accidentally, are deleted immediately.

10. Archiving and Preservation of Records

The Reports Manager takes care of the archiving of all the documentation supporting the Report in order to ensure the traceability and confidentiality of the Reports. The documentation relating to the Report will be kept for the time strictly necessary for the processing of the Report and in any case no longer than five years from the date of communication of the final outcome of the Reporting procedure, in compliance with the confidentiality obligations and the principle of limitation referred to in art. 5 of EU Regulation 2016/679 (GDPR).

11. Dissemination and implementation

To ensure its correct application, the Company undertakes to communicate and make this Procedure available to all Recipients in the workplace, as well as in a special section of the *Company's* website.