



WHISTLEBLOWING PROCEDURE

FOR REPORTING OFFENCES AND IRREGULARITIES PURSUANT

TO ITALIAN LEGISLATIVE DECREE 24/2023

1. Regulatory context

Italian Legislative Decree no. 24 of 10 March 2023 transposes into Italian law Directive (EU) 2019/1937 on the protection of persons who report breaches of national or EU law (whistleblowing) that they become aware of in a public or private employment context.

The purpose of the directive is to regulate the protection of whistleblowers within the European Union through minimum standards of protection aimed at standardising national laws.

Italian Legislative Decree 24/2023, which repeals the previous provisions on whistleblowing, intends to strengthen the principles of transparency and accountability with regard to whistleblowing reports as well as to prevent the commission of offences, bringing together in a single regulatory text the entire discipline of whistleblowing channels and the protections afforded to whistleblowers, both in the public and private sectors.

The aforementioned decree recognises that whistleblowing plays a key role in the prevention of regulatory violations and provides whistleblowers in both public and private enterprises with more structured protection in order to encourage reporting and counteract illegality.

Moreover, in order to guarantee the internal reporting channels and their proper application, the legislature has also established an external reporting channel, the management of which is delegated to the National Anti-Corruption Authority (hereinafter “ANAC”), a body also empowered to impose administrative fines on organisations in various cases, including in the case of failure to set up internal reporting channels or failure to adopt procedures for the submission and management of reports.

ENDURA S.P.A. (hereinafter also the “Company”) constantly implements strategies aimed at preventing illegality, and therefore has implemented the principles and prescriptions contained in the aforementioned Italian Legislative Decree 24/2023.

2. Definitions

a) **"Breaches"**: behaviour, acts or omissions that harm the public interest or the integrity of the public administration or private entity.

- b) **"Information on breaches"**: information, including well-founded suspicions, concerning breaches committed or that, based on concrete elements, could be committed in the organisation with which the reporting person or the person submitting a complaint to the judicial or accounting authorities has a legal relationship within the meaning of Italian Legislative Decree no. 24/2023 Article 3, paragraphs 1 or 2, as well as elements concerning conduct aimed at concealing such breaches.
- c) **"Report or to report"**: written or oral communication of information on breaches.
- d) **"Internal reporting"**: written or oral communication of breaches information on submitted through the internal reporting channel.
- e) **"External reporting"**: written or oral communication of breaches information on submitted through the external reporting channel.
- f) **"Public disclosure or to publicly disclose"**: make information about breaches publicly available through the press or electronic media or otherwise through means of dissemination capable of reaching a large number of people.
- g) **"Reporting person"**: natural person who makes a report or public disclosure of information on breaches acquired in the context of their work.
- h) **"Facilitator"**: natural person assisting a reporting person in the whistleblowing process, operating within the same work-related context and whose assistance must be kept confidential.
- i) **"Work-related context"**: current or past work or professional activities carried out in the context of the relationships referred to in Italian Legislative Decree 24/2023 Article 3, paragraphs 3 or 4, through which, irrespective of the nature of those activities, persons acquire information on breaches and within which those persons could suffer retaliation in the event of public disclosure or complaint to a judicial or accounting authority.
- j) **"Person concerned"**: natural or legal person who is referred to in the internal or external reporting or public disclosure as a person to whom the breach is attributed or with whom that person is associated in the reported or publicly disclosed breach.
- k) **"Retaliation"**: any conduct, act or omission, even if only attempted or threatened, occurring by reason of the reporting, the complaint to the judicial or accounting authorities or the public disclosure and which directly or indirectly causes or is likely to cause the reporting person or the person making the complaint to suffer unjustified detriment in response to the outcome of the investigation and any measures taken.
 - l) **"Follow-up"**: action taken by the party tasked with managing the reporting channel to assess the existence of the reported facts, the outcome of the investigations and any measures taken.
- m) **"Feedback"**: communication to the reporting person of information on the follow-up done or intended on the report.
- n) **"Whistleblowing Function"**: the company function identified by the governing body as the recipient and manager of whistleblowing reports and entrusted with the management of internal reporting channels.

3. Purpose and scope of application

This procedure governs the process through which reports of unlawful conduct and/or irregularities occurring in the Company's work-related context can be made. Its purpose is to provide the whistleblower with clear and precise instructions on the subject, content, recipients, methods and channels for submitting the report, as well as on the forms of protection offered to the whistleblower in accordance with our legal system, in order to facilitate the emergence of all cases of wrongdoing and to encourage reporting.

In compliance with current law, the Company has adopted internal reporting channels that guarantee the receipt, analysis and processing of reports, as well as the confidentiality of the whistleblower's identity, who is also guaranteed protection against retaliation and/or discriminatory and penalising treatment.

This procedure also provides instructions on how to access the external reporting channel set up by ANAC where the conditions established by the law are met, and sets out the conditions required for public disclosure.

This procedure does not apply to:

- Disputes, claims or requests linked to a personal interest of the reporting person or of the person lodging a complaint with the judicial or accounting authorities that pertain exclusively to their individual employment relationships, or related to their private or public employment relationships with supervisors.
- Reports of breaches already mandatorily regulated by European Union or national acts indicated in Part II of the Annex to Italian Legislative Decree no. 24/2023 or by national legislation implementing the acts of the European Union set out in Part II of the Annex to Directive (EU) 2019/1937.
- Reports concerning breaches of national security, as well as contracts relating to such defence or national security aspects, unless these aspects are covered by the relevant secondary legislation of the European Union.

4. Recipients

This procedure applies to all persons who report, submit complaints to the judicial or accounting authorities, or publicly disclose information on breaches they have become aware of in a work-related context, and specifically to:

- Employees, subordinate workers, self-employed workers, as well as Company contractors, or who work for or on behalf of the Company, including for third parties.
- Freelancers and consultants.
- Volunteers and trainees, paid and unpaid.
- Any shareholders or persons with administrative, management, supervisory or representative functions, including where such functions are exercised on a de facto basis.

(hereinafter "**Recipients**").

The protections provided for the whistleblower also apply if the report, the complaint to the judicial or accounting authorities or the public disclosure of information takes place in the following cases:

- When the legal relationship has not yet begun, if information on the breaches was acquired during the selection process or at other pre-contractual stages.
- During the trial period.
- After the termination of the legal relationship, if the information on the breaches was acquired in the course of that relationship.

5. Reports

In accordance with current law, this procedure provides for different reporting channels: i) internal reporting channels; ii) external reporting channel, the management of which is delegated to ANAC; iii) public disclosure.

As a priority, the whistleblower must use the internal channels and, under certain conditions set out in this procedure, may make an external report or public disclosure. It is understood that the whistleblower may always file a complaint with the judicial and accounting authorities.

5.1. PURPOSE AND SUBJECT OF THE REPORT

The purpose of the report is to inform the Company of conduct, acts or omissions that harm the public interest or the integrity of the Company itself.

Specifically, the reports may relate to breaches consisting of administrative, accounting, civil or criminal offences attributable to:

- Unlawful conduct within the meaning of Italian Legislative Decree no. 231/2001, breaches of the Company's Organisation and Management Model.
- Offences falling within the scope of EU or national acts relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems.
- Acts or omissions affecting the financial interests of the Union.
- Acts or omissions affecting the internal market.
- Acts or conduct that frustrate the object or purpose of the provisions of EU acts.

Recipients who become aware of the aforementioned offences are required to follow this procedure without delay by reporting the facts, events and circumstances that they consider to have led to such offences.

5.2. REPORT CONTENTS

The report must be sufficiently documented and substantiated so as to provide all useful elements for the investigation to verify the validity of the facts reported.

The report must contain the following elements (where known):

- ☐ A full, detailed description of the incident and/or conduct or failure to act and the manner it was learned of.
- ☐ An indication of the date and place where the incident and/or conduct or failure to act occurred.
- ☐ The personal details, position held or other elements that may allow the identification of the person(s) involved in the incident and/or conduct reported.
- ☐ The personal details, position held or other elements that may allow the identification of other persons who may report on the incident and/or conduct reported.
- ☐ An indication of any other information and/or act and/or document, however represented or on whatever medium stored, that may be useful for verifying the validity of the facts reported.
- ☐ The means by which the whistleblower wishes to be contacted (email address or telephone number).

Furthermore, it should be specified in the report whether:

- ☐ The reported facts were personally learned by the reporting person or were related by third parties.
- ☐ The reported facts were also brought to the attention of other corporate functions.
- ☐ The reported facts were also communicated to public bodies or to criminal investigators.

In addition to being complete and exhaustive, the report must be timely, so as to enable a more efficient investigation and the adoption of the necessary preventive and corrective measures.

It should be recalled that the Whistleblowing Function has obligations of confidentiality, the transgression of which entails criminal and civil liability for such function. Therefore, the whistleblower may provide any information deemed useful for the investigation without fear of any repercussions.

It should be noted that even anonymous reports, i.e. lacking any details allowing their author to be identified, submitted in accordance with this procedure, adequately substantiated and accompanied by sufficient information to allow an adequate investigation, are treated as “ordinary” reports and will be taken into account.

5.3. INTERNAL REPORTING CHANNELS AND THEIR OPERATION

The Company makes alternative channels for submitting internal reporting available to the Recipients, such channels being able to guarantee the confidentiality of the identity of the whistleblower, the facilitator, the person concerned or in any case of the persons mentioned in the report, its contents and the related documentation.

As mentioned above, the handling of whistleblowing is entrusted to the Whistleblowing Function, an autonomous function with staff specifically trained for this purpose. This solution provides a guarantee of confidentiality and independence of judgement of the function.

Any reports mistakenly submitted to a person other than the Whistleblowing Function must be forwarded to the latter within 7 days from the date of their receipt, with simultaneous notification of such transmission to the whistleblower.

The Report may be submitted in the following ways:

- ☐ Globaleaks digital platform, independently managed by the Whistleblowing Function, accessible from the Company's website at the following URL: <https://endura-seled.nodeits.it> in written or oral form, by voice recording. Only the persons in charge of the Whistleblowing function will have access to the information reported, and in any case to the details of the whistleblower. Upon completion of the report, the whistleblower will be issued with a non-recoverable identification code that must be retained by the whistleblower in order to be able to consult the report's status.
- ☐ By paper letter sent to the address: CONFORME S.r.l., Via Alfredo Calzoni 1/3, (40128) Bologna (BO). In this case, in order to benefit from the guarantee of confidentiality, the report must be placed in a sealed envelope marked "Confidential" and "For the attention of the Whistleblowing Function" on the outside.
- ☐ Orally, by means of a statement made by the whistleblower during an in-person meeting with the Whistleblowing Function, which will take care of drawing up minutes that can be then checked and signed also by the whistleblower. Such a meeting will be arranged by the Whistleblowing Function within 30 days of the whistleblower's request, to be submitted through the above-mentioned platform.

5.4. INVESTIGATION OF THE VALIDITY OF THE INTERNAL REPORT

In order to ensure the efficient, timely handling of the report, the Whistleblowing Function carries out the following activities:

- Issues the whistleblower with an acknowledgement of receipt of the report.
- Maintains contact with the whistleblower.
- Follows up on the reports received.
- Provides feedback to the whistleblower.

More specifically, having acquired the report through one of the above-mentioned channels, the Whistleblowing Function notifies the reporting person of its receipt within 7 days from the date of its acquisition.

The Whistleblowing Function then performs an assessment of the existence of the essential requirements of the report in order to assess its admissibility. The report is considered inadmissible and is dismissed by the Whistleblowing Function for the following reasons:

- a) Manifest groundlessness due to the absence of factual elements referring to the breaches identified by the legislature and specified in paragraph 5.1 above.
- b) Manifest non-existence of the legal requirements for submitting a report, with particular reference to the persons who can submit reports, as set out in paragraph 4 above.
- c) Ascertained generic content of the report of unlawful conduct such as not to allow comprehension of the facts, or report of unlawful conduct accompanied by inappropriate or irrelevant documentation such as not to allow comprehension of the report's content.
- d) Production of documentation without a report of unlawful conduct.

If the report is not adequately substantiated, the information provided is not sufficient to carry out the investigation, the report is not suitable to identify the alleged breach, the Whistleblowing Function may request additional information from the whistleblower using the methods and contact details specified thereby. The whistleblower must send the requested additional information within 30 days. After this deadline, the report will be filed due to the inability to proceed or to groundlessness. In any case, the report will be adequately acknowledged and the reason for its dismissal will be communicated to the whistleblower.

If the whistleblowing report is deemed admissible, a preliminary investigation is launched. The activity of verifying the merits of the allegations in the report is entrusted to the Whistleblowing Function, which must promptly initiate and carry out an accurate investigation in compliance with the principles of impartiality, fairness and confidentiality with respect to the persons involved.

During the course of the verification, the Whistleblowing Function may carry out any activity it deems necessary or appropriate for this purpose, including hearing the whistleblower, the person involved in the alleged breach and any other person who may report circumstances useful for the purposes of the investigation, as well as asking the whistleblower to provide any additional information.

The Whistleblowing Function may also make use of an investigation team (internal Company personnel or external consultants specialised in specific matters).

At the outcome of the verification, and in any case within three months from the date on which the notice of receipt was sent to the whistleblower, or in the absence of such notice, within 3 months from the week (7 days) following the day on which the report was submitted, the Whistleblowing Function shall provide feedback on the report and draw up a report summarising the results of the investigation carried out.

If at the outcome of the verification the report proves to be well-founded, depending on the nature of the breach the Whistleblowing Function shall:

- a) Urge the Company to file a complaint with the competent judicial authorities in the cases envisaged by law.
- b) Communicate the outcome of the assessment to the Manager of the structure the perpetrator of the ascertained breach belongs to so that they may take the management measures falling within their purview, including, if the prerequisites are met, the exercise of disciplinary actions.
- c) Propose to the company management and the competent structures the adoption of any further measures and/or actions that may be necessary in the specific case, such as the application of the disciplinary system.
- d) Propose changes to organisational procedures in order to prevent further breaches.
- e) Update the 231 Model if deemed necessary.
- f) Ask the management to apply the protections envisaged in the regulation with respect to the personnel who submitted the report or who were involved during the investigation phase.

Otherwise, if upon completion of the verification the report proves to be unfounded, the Whistleblowing Function will dismiss the report.

Note that any breach of confidentiality obligations committed by the Whistleblowing Function or by the organisation's personnel will result in the immediate application of the disciplinary system adopted by the Company or other measures in accordance with the law.

5.5. *FILING OF DOCUMENTATION RELATED TO INTERNAL REPORTS*

The Whistleblowing Function is responsible for managing the archive of whistleblowing reports and related documentation, either through the relevant database or through a dedicated digital and paper archive within the function itself. Reports and related documentation are kept for as long as strictly necessary, but no longer than 5 years from the date of communication of the final outcome of the whistleblowing procedure. Reports received orally during a meeting with the whistleblower are recorded in writing, verified and signed by the whistleblower and subject to the same retention period.

5.6. *EXTERNAL REPORTING*

The National Anti-Corruption Authority (ANAC) has set up a channel for external reporting that guarantees the confidentiality of the identity of the reporting person, the person concerned and the person mentioned in the report, as well as the content of the report and the related documentation.

External reporting is submitted in written form via the IT platform provided by ANAC, or in oral form via telephone or

messaging systems, as well as through a request for an in-person meeting scheduled within a reasonable period of time. Any external reporting submitted to parties other than the ANAC will be forwarded to the latter within seven days of their receipt.

External reporting may be submitted in the manner described above if one of the following conditions is met:

- The internal reporting channel is not active or does not comply with Article 4 of Italian Legislative Decree no. 24/2023.
- The internal reporting previously submitted by the whistleblower was not followed up.
- The whistleblower has reasonable grounds to believe that if they were to submit an internal report it would not be effectively followed up or the report might lead to the risk of retaliation.
- The reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

In a dedicated, easily identifiable and accessible section of its website, ANAC publishes the following information:

- An explanation of the protective measures for the whistleblower.
- Its contact details (telephone number, postal address, ordinary and certified email addresses).
- Instructions on the use of the external reporting channel and internal reporting channels.
- Illustration of the confidentiality policy applicable to external and internal reporting envisaged in Italian Legislative Decree no. 24/2023.
- The ways in which ANAC can ask the whistleblower to provide additional information, the deadlines for replying to external reporting, the types of feedback ANAC can provide to external reporting.
- The list of Third Sector entities that provide reporting persons with support measures and that have concluded agreements with ANAC.

The website of the National Anti-Corruption Authority is accessible at the following address:
<https://www.anticorruzione.it/>.

5.7. PUBLIC DISCLOSURE

The whistleblower may make a public disclosure by making information about breaches publicly available through the press or electronic media or otherwise through means of dissemination capable of reaching a large number of people when:

- They have previously submitted internal and external reporting or directly submitted external reporting pursuant to Italian Legislative Decree no. 24/2023 and no feedback was received within the terms set out in the Decree.
- They have reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

- They have reasonable grounds to believe that the external reporting 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 report may be in collusion with the perpetrator or involved in the breach.

Outside of these conditions, public disclosure cannot be considered lawful.

6. PROTECTION OF THE WHISTLEBLOWER'S CONFIDENTIALITY

The identity of the whistleblower and any other information from which such identity may be directly or indirectly inferred may not be disclosed without the whistleblower's express consent to persons other than those competent to receive or follow up on the reports, who are expressly authorised to process such data pursuant to Regulation EU 2016/679 (Articles 29 and 32) and Italian Legislative Decree no. 196/2003 (Article 2-quaterdecies).

If the report leads to criminal proceedings, the confidentiality of the whistleblower will be protected within the limits envisaged in Article 329 of the Italian Code of Criminal Procedure which imposes an obligation of secrecy on preliminary investigation documents until such time as the suspect is entitled to have knowledge of them, and in any case no later than the close of the preliminary investigation.

In the case of proceedings before the Court of Auditors, on the other hand, the identity of the reporting person cannot be disclosed until the investigation phase is closed.

Within the framework of disciplinary proceedings, the identity of the reporting person may not be disclosed where the allegation of the disciplinary charge is based on investigations that are separate and additional to the report, even if consequent to it. If the charge is based in whole or in part on the report, and knowledge of the identity of the reporting person is indispensable for the accused's defence, the report will be usable for the purpose of disciplinary proceedings only if the reporting person expressly consents to the disclosure of their identity. In such a case, a written communication will be sent to the whistleblower in advance, setting out the reasons for requesting the disclosure of their identity.

If the identity of the whistleblower must be disclosed in order to guarantee the right of the person concerned to defend themselves, the whistleblower will be notified in writing of the reasons for the disclosure of the confidential data.

The confidentiality of the person concerned and of the persons named in the report is also protected until the conclusion of the proceedings initiated on account of the report.

Confidentiality is guaranteed even in the case of reports made orally and if they are received by personnel other than those authorised to handle the reports.

Breach of the obligation of confidentiality constitutes a source of disciplinary liability under the provisions of the disciplinary system adopted by the Company, without prejudice to any further liability envisaged by law.

7. PROHIBITION OF RETALIATION

The Company guarantees the application of protective measures to the whistleblower if:

1. at the time of the report, the whistleblower had reasonable grounds to believe that the information submitted was true and related to the matters indicated in paragraph 5.1 above.
2. The report was made in accordance with this procedure.

The reasons that led the person to submit a report, file a complaint or publicly disclose the breach are irrelevant for the purpose of their protection.

Any form of direct or indirect retaliation against the whistleblower for reasons directly or indirectly linked to the report shall not be tolerated.

In fact, Italian Legislative Decree no. 24/2023 identifies, by way of example and without limitation, a number of cases that, if carried out as a result of a report, constitute retaliation:

- Dismissal, suspension or equivalent measures.
- Demotion or failure to promote.
- Change of duties, change of workplace, reduction of salary, change of working hours.
- Suspension of training or any restriction of access to it.
- Negative assessments or negative references.
- The adoption of disciplinary measures or other sanctions, including fines.
- Coercion, intimidation, harassment or ostracism.
- Discrimination or otherwise unfavourable treatment.
- The failure to convert a fixed-term employment contract into a permanent employment contract, where the employee had a legitimate expectation of such conversion.
- Non-renewal or early termination of a fixed-term employment contract.
- Damage, including to a person's reputation, in particular on social media, or economic or financial harm, including loss of economic opportunities and loss of income.
- Inclusion in blacklists based on formal or informal sectoral or industry agreements, which may result in the person being unable to find employment in the sector or industry in the future.
- Early termination or cancellation of the contract for the supply of goods or services.
- Cancellation of a licence or permit.
- The request to undergo psychiatric or medical examinations.

Without prejudice to any legal action, if the whistleblower becomes civilly or criminally liable in connection with what has been reported, the Company shall take such action as it deems appropriate against any person who carries out, or threatens to carry out, acts of retaliation against the whistleblower.

If a Company employee believes that they have suffered retaliation as a result of the report made, they may inform the Whistleblowing Function, which will take action to protect the whistleblower in accordance with the law.

Moreover, the whistleblower who believes that they have been subjected to retaliatory conduct of any kind whatsoever and taking the form of any type of measure, may notify ANAC, which will inform the National Labour Inspectorate for the measures falling within its purview.

Specifically, both the retaliatory dismissal of the whistleblower (who shall be entitled to be reinstated in their job pursuant to the applicable law) and the change of duties pursuant to Article 2103 of the Italian Civil Code and any other retaliatory measure taken against them and directly or indirectly linked to the whistleblowing report submitted shall be considered null and void.

The protective measures envisaged in Italian Legislative Decree no. 24/2023, including the prohibition of retaliation, also apply to:

- Facilitators.
- Persons in the same work-related context as the reporting person, the person who has filed a complaint with the judicial or accounting authorities or the person who has made a public disclosure and who are linked to them by a stable emotional bond or kinship up to the fourth degree.
- Co-workers of the reporting person or of the person who has filed a complaint with the judicial or accounting authorities or made a public disclosure, who work in the same work-related context and who have a regular and current relationship with that person.
- Entities owned by the reporting person or the person who filed a complaint with the judicial or accounting authorities or made a public disclosure, or for which the same persons work, as well as entities operating in the same work-related context as the aforementioned persons.

Note that, without prejudice to the specific limitations of liability envisaged by the legislature, the protection envisaged in the event of retaliation does not apply where criminal liability is ascertained – including with a judgement of first instance – for the offences of defamation or slander, or in any case for the same offences committed with the submission of a complaint to the judicial or accounting authorities, or where civil liability is established in cases of wilful misconduct or gross negligence. In such cases, it will be the Company's responsibility to impose a disciplinary sanction on the whistleblower found guilty in the first instance.

8. PROCESSING OF PERSONAL DATA

All processing of personal data is carried out in compliance with the applicable data protection regulations (Regulation EU 2016/679 GDPR, Italian Legislative Decree no. 196/2003, Italian Legislative Decree no. 51/2018). For further information on the processing and protection of personal data, see the specific policy published on the Company's website.

9. DISTRIBUTION AND UPDATING

This procedure is distributed to all company personnel, is published in the relevant section of the company website and is posted on the company bulletin board. The procedure is subject to periodic review and updating by the Company.