

WHISTLEBLOWING PROCEDURE



WHISTLEBLOWING PROCEDURE

Revision 1

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Issued	Verified	Approved
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This document cancels and replaces:

- Whistleblowing Procedure dated April 21, 2023

Description:

This Procedure relating to the Whistleblowing System (hereinafter also referred to as the “Whistleblowing Procedure” or the “Procedure”) is intended to describe and regulate the reporting system implemented by Sofinter S.p.A. (hereinafter also referred to as “the Company” or “Sofinter”), providing adequate indications to any whistle-blowers for making a report – in compliance with Legislative Decree 24/2023 – and outlining the related management process.

INDEX OF REVISIONS

Revision	Date	Description
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INDEX OF PARAGRAPHS

1. PREMISE AND PURPOSE 4

2. REGULATORY REFERENCES..... 5

3. SCOPE 5

4. DEFINITIONS 5

5. INTERNAL REGULATIONS 6

6. REPORTS 6

7. PROTECTIONS..... 13

8. DISCIPLINARY SYSTEM..... 15

9. PROCESSING OF PERSONAL DATA AND STORAGE OF DOCUMENTATION 16

10. EXTERNAL REPORTS TO THE SUPERVISORY AUTHORITY..... 17

11. TRAINING..... 18

12. PUBLICATION OF THE PROCEDURE 18

1. PREMISE AND PURPOSE

Sofinter undertakes to conduct its activities, in every aspect, in compliance with the regulations and the highest ethical principles, requiring the same commitment from all employees and those who act on behalf of the Company.

In this context, the Company intends to promote a corporate culture characterized by virtuous behavior and a Governance system that prevents the commission of offences, while guaranteeing a work environment in which employees can serenely report any unlawful conduct, promoting a virtuous path of transparency and compliance with adequate ethical standards. For this reason, the Company recognizes the importance of having a specific procedure governing the reporting of unlawful conduct and has therefore chosen to adopt this Procedure regarding the reporting of irregularities and violations of European Union law, the so-called whistleblowing (the "Procedure"), pursuant to Legislative Decree 24/2023.

Also in line with the provisions of the applicable legislation (the so-called "Whistleblowing Directive"), as also referred to in the General Section of the 231 Model, the Company prohibits and stigmatizes any act of retaliation or discrimination, direct or indirect, against anyone who reports unlawful conduct, for reasons connected, directly or indirectly, to the report, providing for adequate sanctions, within the disciplinary system, against anyone who violates the measures to protect the whistleblower; at the same time, the Company undertakes to adopt adequate sanctions against those who make reports with willful misconduct or gross negligence that turn out to be unfounded.

In addition to the terms and expressions defined here, the terms and expressions listed below have the same meaning indicated below for each of them, with the clarification that, whenever the context requires it, the singular form includes the plural and vice versa.

In particular, this document:

- defines the scope of application of the reporting system;
- identifies the subjects who can make reports;
- circumscribes the perimeter of conduct, events or actions that can be reported;
- identifies the channels through which to make reports;
- identifies and prescribes the principles and general rules governing the reporting process, including the safeguards for the reporting party and for the reported party, as well as the consequences of any abuse in the use of the established channels;
- defines the Whistleblowing management process in its various phases, identifying the roles, responsibilities and operating methods.

The document also proceeds to illustrate the so-called external reporting channels, established by the National Anti-Corruption Authority – ANAC and the eventuality of the so called public disclosure, as well as the related conditions, and limits, of access, pursuant to and for the purposes of articles 6 and 15 of the Decree. It should be noted that, for the purposes of drafting this Procedure, due account was also taken of the content of the guidelines issued by the ANAC and approved with Resolution no. 311 of 12 July 2023.

In relation to the above, the Company had already provided for a system for carrying out and managing violation reports, and in the light of the regulatory changes outlined above, it proceeded to review its logic and tools, as described in the following paragraphs.

2. REGULATORY REFERENCES

The Legislative Decree no. 24 of 10 March 2023, containing “Implementation of directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, concerning the protection of persons who report violations of EU law and containing provisions concerning the protection of persons who report violations of national regulatory provisions” (hereinafter the “Decree”), significantly extended the scope of application of the reporting regulations, previously limited, for the private sector, to only entities having an organizational, management and control model pursuant to Legislative Decree 231/2001.

In particular, the Decree identifies and regulates the reporting subjects, the subject of violation reports, the channels to be established and envisaged, the fulfilments and safeguards that companies are required to implement and guarantee, also defining the criteria and timing for adaptation.

Since the management of reports involves the collection and processing of personal data, the relevant legislation on the protection of personal data applies.

3. SCOPE

This Procedure applies to all managers, employees, collaborators of the Company, as well as to all third parties (e.g. contractors, suppliers and consultants) who in any way relate to it.

4. DEFINITIONS

Term used	Description
Reporting subject or Whistleblower	The natural person who makes the Report, as better identified in Paragraph 6.1 “Reporting Subjects”.
Reported subject or Reported	The natural or legal person identified in the Report as the subject to whom the violation is attributed.
Report or Whistleblowing	Communication of information on the Violations carried out by the Whistleblower, through one of the reporting channels identified by the Company.
Whistleblowing Officer	The person managing the reports, pursuant to art. 4 of Legislative Decree 24 March 2023, must be <i>“a person or a dedicated independent internal office and with specifically trained personnel (...) or an external subject, also autonomous and with specifically trained personnel”</i> .

	<p>This subject may also involve other corporate functions, provided that the confidentiality of the identity of the Whistleblower is constantly guaranteed and they are expressly authorized to process data pursuant to the GDPR.</p> <p>The Company has identified this subject as in Chapter 6 “Reports” of this Procedure</p>
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5. INTERNAL REGULATIONS

- Code of Ethics of the Sofinter Group;
- Organization, Management and Control Model pursuant to Legislative Decree 231/01 of the Company.

6. REPORTS

6.1 WHISTLEBLOWERS

The Whistleblowers to whom this Procedure is addressed are all persons employed by the Company with an employment contract, permanent or fixed-term, full-time or part-time, including intermittent, apprenticeship, ancillary work contracts, or through a temporary work contract, as well as occasional workers pursuant to art. 54-bis of the legislative decree 24 April 2017, no. 50; all self-employed workers pursuant to art. 2222 of the Italian civil code and of Chapter I of law 22 May 2017, no. 81 (excluding entrepreneurs, even small ones); coordinated and continuous collaborators pursuant to art. 409, no. 3, of the Italian civil procedure code; interns, volunteers and trainees at the Company; persons with administrative, management, control, supervisory and representation functions (even de facto) of the entity, shareholders, as well as workers or collaborators of subjects who supply goods or services or who carry out works on behalf of third parties, freelancers and consultants, who work for the Company.

Whistleblowers also include people: (i) whose legal relationship with the Company has not yet begun, if the information on the violations was acquired during the selection process or in other pre-contractual stages; (ii) during the probationary period; (iii) after the termination of the relationship, if information about the violations was acquired in course of the relationship.

6.2 SUBJECT OF THE REPORT – VIOLATIONS

The Whistleblowers may Report Violations relating to conduct, acts or omissions, which affect the integrity of the Company, of which the Whistleblower has become aware in the performance of his duties on behalf of the Company and relating to:

- i. relevant illegal conduct pursuant to Legislative Decree 8 June 231/2001 and violations of Model 231;
- ii. offenses that fall within the scope of the European or national legislation referred to in the Annex to the Decree or the internal legislation implementing the European Union acts indicated in the annex to Directive (EU) 2019/1937 (although not present in the Annex to the Decree), relating to the following sectors: public procurement; financial services, products and 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; protection of privacy and protection of personal data and security of networks and information systems;
- iii. acts or omissions affecting the financial interests of the European Union (by way of example, fraud, corruption and any other illegal activity connected with the expenditure of the European Union);
 - iv. acts or omissions relating to the internal market (by way of example: infringements in the fields of competition and state aid);
 - v. acts or behaviors that jeopardize the object or purpose of the provisions referred to in the acts of the European Union.

The Report must concern:

- Violations committed or that may have been committed, on the basis of well-founded and detailed suspicions;
- Violations not yet committed but which the Whistleblower believes could be committed, on the basis of well-founded and detailed suspicions;
- Conduct aimed at concealing the Violations indicated above.

They are **excluded**:

- disputes, claims or requests related to a personal interest of the Whistleblower which pertain exclusively to his/her individual employment relationships, or inherent to his/her employment relationships with hierarchically superior figures;
- Reports relating to national defense and security, as well as contracts relating to aspects of national defense or security;
- Reports relating to violations already regulated by European Union or national acts – in some special sectors (financial services; prevention; money laundering; terrorism; transport safety; environmental protection).

Some non-exhaustive examples of possible Reports include:

- non-compliance with Company Protocols and Procedures;
- promise or giving of a sum of money or granting of other benefits (gifts, hospitality, lunches, dinners, etc. not permitted on the basis of Company procedures) to a public official or public service employee in exchange for the exercise of his/her duties or for the performance of an act contrary to one's official duties (e.g. facilitation of an activity);
- promise or giving a sum of money or granting other benefits (gifts of no modest value, hospitality, lunches, dinners, etc. not permitted on the basis of Company procedures) aimed at bribing suppliers or customers;
- corporate fraud;
- situations of conflict of interest deemed unknown by the Company;
- improper use of corporate assets;
- behavior aimed at hindering the control activities of the Supervisory Authorities (e.g. failure to deliver documentation, presentation of false or misleading information);
- agreements with suppliers or consultants to make non-existent services appear to have been performed;
- violation of the protection of personal data through the collection, storage or processing of personal data of customers without their explicit consent or without adopting adequate security measures to protect such data from unauthorized access or violations;

- implementation of an IT system in order to circumvent the European rules on the protection of personal data and on the security of networks and information systems of data collected without the explicit consent of the holders and transfer of them to third countries which do not guarantee an adequate level of data protection;
- situations of conflict of interest deemed unknown by the Company;
- intentional communication of false information to Public Administrations.

6.3 INTERNAL REPORT MANAGEMENT

The Report must concern conduct based on precise and concordant factual elements of which the Whistleblower has become aware by reason of the job functions performed. It is only possible to report facts that are directly known to the Whistleblower and have not been reported by other parties. The Reports may concern all Company's personnel, including employees and executives of all levels, members of corporate bodies as well as third parties connected to such subjects such as third party consultants or suppliers.

Therefore, it is necessary that the Report is much detailed as possible and offers the greatest number of elements in order to allow for appropriate management and adequate follow-up.

To this end, the Report must contain the following essential elements:

- a. **object:** a clear description of the Violation subject of the Report, with an indication of the time and place circumstances in which the described facts/behaviors were committed;
- b. **Reported Subject:** any element (such as the Company function/role) that allows easy identification of the alleged perpetrator(s) of the reported Violation;
- c. **any other subjects:** who can report on the facts subject to the Report or any other subjects aware of the facts.

Furthermore, the Whistleblower may indicate/provide the following additional elements:

- his **personal data**;
- **any other information/documentation** useful for providing feedback on the existence of the facts covered by the Report and which may facilitate the collection of evidence on what has been reported;
- **declaration by the Whistleblower** regarding the absence or existence of a private interest connected to the Whistleblowing.

It is recalled that the Report must **NOT** take on abusive tones or contain personal offenses. The use of such expressions may be submitted by the Whistleblowing Officer to the competent corporate functions for assessments of the case, including disciplinary ones.

It should be noted that the Company also accepts Reports in anonymous form, provided that they have the essential elements mentioned above; however, an anonymous Report, or a Report lacking the aforesaid elements, may be deemed unfounded by the Whistleblowing Officer who, when essential elements for the assessment of the same are missing, may deem that there are not sufficient elements to proceed with the merits examination of the same.

The Company has set up the following Internal Reporting Channels (which allow Reports in written or oral form):

- **Written Report by e-mail:** The Report can be made in writing, using the Form attached to this “Form for reporting unlawful conduct” addressed to the dedicated e-mail box whistleblowingsofintergroup@legalmail.it, addressed exclusively to the Whistleblowing Officer. In this case, it is advisable to address the aforementioned Reports using a personal e-mail account (e.g. @hotmail, @libero, etc.).
- **Written Report by paper mail:** The Report can be made in writing, using the Form attached to this “Form for reporting unlawful conduct” by means of correspondence addressed to the Whistleblowing Officer to be sent to the following address: 21013 Gallarate (VA), Piazza Buffoni 3 to Sofinter S.p.A. To this end and in view of the confidential logging of the Report, it is necessary for the Report to be placed in two sealed envelopes: the first with the identification data of the Whistleblower (name and surname, category and professional qualification, place of work, tel./mobile, e-mail), together with a photocopy of the identification document; the second with the Report, in order to separate the data identifying the Whistleblower from the Report. Both must then be placed in a third sealed envelope bearing the wording “confidential” on the outside. The Report is then subject to confidential protocolling, also through an independent register.
- **Report in oral form via the Telephone Line:** The Report can be made by contacting the Whistleblowing Officer at phone number **0331/738500**, active 24h/24h 7 days a week. In this case, the Report is documented by the Whistleblowing Officer in writing, by drafting a detailed minutes concerning the communication (which the Whistleblower can verify, correct and confirm by signing) or, in the event of no response, by recording a voicemail on the answering machine.
- **Report by requesting a direct meeting:** Report can be made by requesting a direct meeting with the Whistleblowing Officer, conveyed through one of the Internal Channels set up and mentioned above. This meeting must be organized within a reasonable time. In this case, with the Whistleblower’s prior consent, the Report is documented by the Whistleblowing Officer, by drafting a minutes and the Whistleblower can verify, correct and confirm the minutes of the meeting by signing.

6.3.1 INTERNAL REPORTING MANAGEMENT

The Company has identified, pursuant to art. 4 of the Decree, the **Head of Internal Audit** as Whistleblowing Officer as a subject expressly authorized to process the data referred to in this Procedure pursuant to articles 29 and 32 of the GDPR and of art. 2-quaterdecies of the Privacy Code.

It is envisaged that the authorizations for the processing of personal data are issued to all subjects involved in the management of the Report, also different from the Whistleblowing Officer, based on the needs of the investigation.

The Internal Reporting Channels ensure, also through encryption tools, the protection of personal data and the simultaneous confidentiality:

- (i) of the identity of the Whistleblower and the Reported Subject;
- (ii) of the content of the Report;
- (iii) of the documentation supporting the Report.

If the Report is submitted to a person other than the Whistleblowing Officer, it must be sent to the same within seven days from the receipt, with written notification of the transmission to the Whistleblower.

The Whistleblowing Officer:

- will give acknowledgment of receipt to the Whistleblower following the Report received through one of the envisaged channels;
- will take measures to verify the completeness and truthfulness of the information;
- will have discussions with the Whistleblower and may request, where necessary, further discussions and insights with the latter;
- will interface, if necessary, with other corporate functions and resources (where expressly authorized pursuant to articles 29 and 32, par. 4 of the GDPR, and/or art. 2-quotedercies of the Privacy Code) to request any collaboration in the management phases of the Report, without prejudice to the confidentiality obligations pursuant to the Decree and this Procedure;
- will carry out investigative activities including, if necessary, with the involvement of external consultants (provided to entering into with the latter a specific identification agreement pursuant to article 28 of the GDPR), without prejudice to the confidentiality obligations pursuant to the Decree and this Procedure.

In cases where the Report relates to Violations attributable to violations of the 231 Model and does not concern Violations attributable to the Supervisory Body itself or to one of its members, the Whistleblowing Officer will promptly inform the Supervisory Body pursuant to Legislative Decree 231/2001, with information flows that must also concern all the subsequent phases of the follow-up of the Report.

Receipt of Report

Following the Report received through Internal Channels, the Whistleblowing Officer will send the Report, within 7 calendar days from the date of receipt of the same, an appropriate acknowledgment of receipt. This acknowledgment of receipt does not constitute confirmation of the admissibility of the Report.

In the event that the Report is forwarded to a person other than the Whistleblowing Officer, this person must forward it to the Whistleblowing Officer within 7 days of its receipt, simultaneously notifying the Whistleblower in writing.

For the purpose of correct identification, following receipt of a Report, the Whistleblowing Officer will feed a so-called **Reports Register**, assigning each Report a progressive identification number.

The Reports Register, which must be kept for a period of 5 years, must necessarily provide for the identification of the following fields:

- Protocol identifier (ID);
- Date of receipt;
- Reception channel;
- Classification of the Report, according to the outcomes of the evaluation phase subsequently described;
- Investigation start date (if foreseen);
- Conclusions.

Preliminary assessment and classification of the Report

Once the Whistleblowing Officer has taken charge of the Report received, if appropriate and in order to allow for a more comprehensive assessment of the Report, he may request further information or supporting documentation from the Whistleblower.

Following these preliminary analyzes and assessments, the Whistleblowing Officer classifies the Reports into one of the following categories, which will imply a different way of managing it:

- a) not relevant Report: the Report is not admissible pursuant to this Procedure. In this case, the Whistleblowing Officer, if he deems the Report well founded and detailed, but not relevant for the purposes of this Procedure, may submit the Report to the attention of the other corporate Functions deemed competent;
- b) not treatable Report: the Report is not complete or such as to be considered founded or detailed and following any request for further information, it was not possible to collect sufficient information in order to be able to proceed with further investigations;
- c) significant and treatable Report: the Report is considered sufficiently detailed and pertinent to this Procedure. In this case, the Whistleblowing Officer will start the verification and investigation phase, described in the next point;
- d) Report in bad faith: once the Whistleblowing Officer has ascertained the bad faith of the Report received through the identified channels, he will forward the Report to the HR Manager and/or the hierarchical superior of the Whistleblower, so that they can evaluate if start of any disciplinary proceedings.

Investigation

At the end of the preliminary assessment phase, if the Whistleblowing Officer has classified the Report as “significant and treatable”, he will proceed with the start of the internal investigation with the aim of collecting further detailed information and verifying the validity of the reported facts.

The Whistleblowing Officer may consider requesting further information or documentation from the Whistleblower, as well as involving him in the investigation phase and providing him with any information regarding the start and progress of the same. The Reported Subject can be interviewed in the internal investigation process also through the acquisition of written observations and documents.

As part of the preliminary investigation, the Whistleblowing Officer, if necessary, may avail himself of the support of other corporate Functions and/or external consultants, according to the terms and conditions described above, with due guarantees of confidentiality and protection.

Acknowledgment of the Report

Within 3 months from the date of the acknowledgment of receipt or, in the absence of such notice, within 3 months from the expiry of the term of 7 days from the submission of the Report, the Whistleblowing Officer shall provide written feedback (traceable) to the Whistleblower, by means deemed suitable, regarding the status of the Report taken on board, including any rejection of the same, providing adequate explanations in this regard.

Process conclusion

At the end of the analysis phase, the Whistleblowing Officer drafts a written report which must include:

- the descriptive elements of the Violation (eg: place and date of occurrence of the facts, evidence and documents);
- the checks carried out, the results of the same and the corporate subjects or third parties involved in the analysis phase;
- a summary assessment of the analysis process with indication of the ascertained cases and the related reasons;
- the outcome and conclusion of the analysis and any actions to be taken.

In cases where the Report relates to Violations attributable to Model 231/2001, the Whistleblowing Officer, in order to evaluate any recommendations and actions to be taken, will send the report prepared to the Supervisory Body pursuant to Legislative Decree 231/2001.

In cases where, following the analysis, it appears that the Report is unfounded and was made with willful misconduct or gross negligence by the Whistleblower, the Whistleblowing Officer will proceed to forward the related report to the HR Department (in compliance with due guarantees of confidentiality and protection) for the assessment of the appropriate initiatives, including disciplinary ones if necessary.

In the event that the Reported Subject is one of the persons appointed to decide on any disciplinary measures, the Whistleblowing Officer will send a simultaneous communication to the Managing Director, in order to coordinate and define the subsequent investigation process.

In the event of Whistleblowing concerning the Chairman of the Board of Directors and/or the Managing Director, the Whistleblowing Officer will promptly inform the Board of Statutory Auditors.

In the event of Whistleblowing that concerns a member of the Board of Statutory Auditors and/or concerns the Supervisory Body or one of its members, the Whistleblowing Officer will promptly inform the Chairman of the Board of Statutory Auditors and, if necessary, the Chairman of the Board of Directors.

In the event of Whistleblowing concerning the Chairman of the Board of Statutory Auditors, the Whistleblowing Officer immediately notifies the most senior member of the Board of Statutory Auditors and the Chairman of the Board of Directors.

Reporting

The Whistleblowing Officer must promptly inform the Management Body, the Board of Statutory Auditors and the Supervisory Body (if not already previously informed), about the outcome of the completed investigation.

Retention of Reports

All personnel involved in the activities governed by this Procedure ensure, each to the extent of their competence, the traceability of data and information and ensure the conservation and storage of the documentation produced, on paper and/or electronically, in order to allow the reconstruction of the various phases of the process itself, the confidentiality and protection of the personal data of the Whistleblower and the Reported subject.

The “Whistleblowing files” are kept and stored by the Whistleblowing Officer with methods and tools that guarantee security and confidentiality. The original paper and/or electronic documentation must be kept for the time necessary to process the Report and in any case no later than five years from the date of the communication of the final outcome of the Reporting procedure, or until the conclusion of any judicial or disciplinary proceedings against the Reported Person or the Whistleblower, in compliance with the confidentiality obligations referred to in article 12 of the Decree and the principle referred to in articles 5, paragraph 1, letter e), of the GDPR (restriction of conservation) and 3, paragraph 1, letter e), of Legislative Decree no. 51 of 2018.

7. PROTECTIONS

7.1 PROTECTION OF THE WHISTLEBLOWER

In order to prevent the fear of suffering prejudicial consequences from leading not to report the Violations, the Company guarantees the confidentiality of the Whistleblower.

The identity of the Whistleblower is excluded from the application of article 15, paragraph 1, letter g) of the GDPR and cannot be disclosed for all stages of the procedure. To this end, during the examination of the Whistleblowing referred to in Chapter 6 of this Procedure, the identity of the Whistleblower cannot be disclosed to subjects other than those involved in the process of examining the Whistleblowing and, as such, expressly authorized pursuant to articles 29 and 32, par. 4 of the GDPR, and/or art. 2-quaterdecies of the Privacy Code, without his express consent. Therefore, all subjects who receive the Report or are involved in assessing its validity or, for these purposes, in the management of the Report, are required to protect its confidentiality.

Circumstances for mitigating the protection of the right to privacy include the following:

- in the context of a criminal proceeding, the identity of the Whistleblower is covered by secrecy in the manner and within the limits established by art. 329 of the Italian Criminal Procedure Code: the obligation of secrecy of the preliminary investigation documents is imposed until the suspect has the right to have knowledge of them and, in any case, no later than the closure of this phase;
- within the context of the procedure established at the Court of Auditors, the identity of the Whistleblower cannot be disclosed until the conclusion of the preliminary phase;
- as part of the disciplinary procedure, the identity of the Whistleblower cannot be disclosed if the contestation of the disciplinary charge is based on separate and additional assessments with respect to the Report, even if consequent to the same;
- if the dispute is based, in whole or in part, on the Report and knowledge of the identity of the Whistleblower is essential for the defense of the accused, the Whistleblowing will be usable for the purposes of the disciplinary procedure only in the presence of the Whistleblower's express consent to reveal his identity;
- in cases of disciplinary proceedings started against the alleged perpetrator of the reported conduct, the Whistleblower will be notified in writing of the reasons for the disclosure of the confidential data when the disclosure will be indispensable also for the purposes of defending the person involved.

The violation of the obligation of confidentiality by the subjects who are required to guarantee the same pursuant to this Procedure is considered a violation of the GDPR and is a source of disciplinary responsibility, without prejudice to further responsibilities established by law.

Furthermore, these safeguards and protective measures also apply in favor of:

- the so-called "facilitators", i.e. the natural persons who, operating in the same working context as the Whistleblower, assist him in the reporting process;
- people from the same working context as the Whistleblower and who are linked to him by a stable emotional or kinship bond up to the fourth degree;
- of the Whistleblower's work colleagues who work in the same working context and who have a stable and regular relationship with the latter;
- of the entities owned by the Whistleblower or for which he works as well as the entities that operate in the same working context as the Whistleblower.

Any behavior in violation of the protections envisaged in favor of the Whistleblower and the additional subjects indicated above may give rise to disciplinary proceedings against the person responsible and may

be sanctioned by ANAC with a pecuniary administrative fine, in accordance with the provisions of art. 21 of the Decree.

7.2 PROHIBITION OF DISCRIMINATION AND RETALIATION

Whistleblowers cannot suffer any form of retaliation for making a Whistleblowing Report.

Retaliation means any behavior, act or omission, even if only attempted or threatened, put in place as a result of the Report, the complaint to the judicial or accounting authority or public disclosure, which causes or may cause unjust damage to the Whistleblower or the person who filed the complaint, directly or indirectly.

The Company supervises that the Whistleblower is not subjected to retaliatory, discriminatory or otherwise unfair conduct resulting, directly or indirectly, from the Report.

By way of example, the following may be considered retaliation, in the presence of all the requirements of the relative notion referred to above:

- dismissal, suspension or equivalent measures;
- demotion in rank or failure to promote (where the Whistleblower has a legitimate expectation of such promotion, on the basis of particular factual, precise and concordant circumstances);
- change of duties, change of workplace, salary reduction, change in working hours;
- suspension of training or any restriction on access to it;
- negative merit notes or negative references;
- adoption of disciplinary measures or other sanctions, including financial ones;
- coercion, intimidation, harassment or ostracism;
- discrimination or in any case unfavorable treatment;
- failure to convert a fixed-term employment contract into an open-ended employment contract (where the Whistleblower has a legitimate expectation of such conversion, on the basis of particular factual, precise and concordant circumstances);
- the non-renewal or early termination of a fixed-term employment contract (where the Whistleblower has a legitimate expectation of such renewal, on the basis of specific, precise and concordant factual circumstances);
- damage, including to the person's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunity and loss of income;
- improper listing on the basis of a formal or informal sector or industry agreement, 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 license or permit;
- request for submission to psychiatric or medical tests.

Whistleblowers who feel they are being retaliated for making a Whistleblowing Report or for participating in its processing are invited to report it to the Whistleblowing Officer.

The Whistleblower may, however, notify the ANAC of the retaliations he believes he has suffered; ANAC will inform the Labor Inspectorate for the provisions within its competence.

The applicability of the protections and guarantees provided by the law against the hypotheses of retaliatory or discriminatory dismissal or other discriminatory conduct remains unaffected. Any form of retaliation or discrimination against persons who collaborate in the verification of the validity of the Whistleblowing pursuant to Chapter 6 of this Procedure is also prohibited.

7.3 LIABILITY LIMITATION

The Whistleblower who discloses or disseminates information on Violations covered by the obligation of secrecy (other than that on classified information, medical and forensic secrecy and resolutions of the judicial bodies), or relating to the protection of copyright or the protection of personal data or which offends the reputation of the person involved or denounced, is not punishable, when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the same information was necessary to reveal the Violation. In such cases, any further liability, including civil or administrative, is excluded.

In any case, criminal, civil or administrative liability is not excluded for conduct, acts or omissions not related to the Report, the report to the judicial or accounting authority or public disclosure, or which are not strictly necessary to reveal the violation.

7.4. PROTECTION OF THE REPORTED SUBJECT

During the examination of the Report referred to in Chapter 6 above, as already specified above, the identity of the alleged person responsible cannot be disclosed to subjects other than those involved in the process of examining the Report. All subjects who receive the Report or are involved in assessing its validity or, for these purposes, in the management of the Report, are therefore required to protect its confidentiality. Following the examination of the Report, in the event of ascertainment of the Violation, the confidentiality of the Reported subject ceases to exist if it is necessary to make a report to the Supervisory Authorities or to the competent judicial authority and in any case in which the anonymity of the Reported subject is not enforceable by law.

The Company also supervises that the Reported subject is not subjected to retaliatory, discriminatory or in any case unfair conduct resulting, directly or indirectly, from the Report other than the disciplinary measures legitimately adopted when the conditions established by current legislation are met.

Without prejudice to the possibility, for the Whistleblowing Officer or the Board of Directors and the Board of Statutory Auditors, to evaluate the adoption of further measures internal to the organization to protect the confidentiality of the Reported subject in order to protect the same from discriminatory or retaliatory actions. As already highlighted, the violation of the obligation of confidentiality by the subjects who are required to guarantee the same pursuant to this Procedure is considered a violation of the GDPR and is a source of disciplinary responsibility, without prejudice to further responsibilities established by law. In any case, the applicability of the protections and guarantees provided by the law against the hypotheses of retaliatory or discriminatory dismissal or other discriminatory conduct remains unaffected.

8. DISCIPLINARY SYSTEM

Failure to comply with the provisions contained in this Procedure may give rise to the application of disciplinary sanctions, including, for employees, the sanctions referred to in the Company's Disciplinary System and the applicable reference National Collective Labor Agreement and therefore the application, according to the seriousness of the infringement, of the following provisions:

- a) verbal warning;
- b) written warning;
- c) fine not exceeding three hours of hourly wages calculated on the minimum payroll;
- d) suspension from work and from pay up to a maximum of three days;

e) dismissal for shortcomings pursuant to art. 10.

It is clarified that the Company may impose disciplinary sanctions as provided for by the Company's Disciplinary System, by the applicable National Collective Labor Agreement and by Model 231, also to those who:

- commit retaliation against the Whistleblower, hinder or attempt to hinder the Reports, violate the confidentiality obligations as described above;
- have not carried out the verification and analysis of the Reports received.

9. PROCESSING OF PERSONAL DATA AND STORAGE OF DOCUMENTATION

It should be noted that the personal data of Whistleblowers, Reported subjects and all subjects involved in the Report are processed in compliance with current legislation on the protection of personal data pursuant to Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 ("GDPR") and pursuant to Legislative Decree 196/2003, as amended by Legislative Decree 101/2018. In particular, it is highlighted in this context that:

- the processing activities underlying the management of the Report are carried out in compliance with the principles established by art. 5 and art. 25 of GDPR;
- the internal channel implemented for the management of Reports must be subjected to a DPIA (Data Protection Impact Assessment);
- the Whistleblower, through this Procedure, together with the "Form for reporting illegal conduct" views the information pursuant to art. 13 and art. 14 of GDPR which specifies the purposes and methods of processing personal data and the retention period of the same, the conditions of lawfulness on which the processing is based, the categories of recipients to whom the data can be transmitted in the context of managing the Report and the rights recognized to the Whistleblower by the Regulation;
- the reporting system provides for the processing of personal data (potentially, also the particular data referred to in art. 9 of GDPR) adequately pertinent and limited to what is necessary with respect to the purposes for which they are collected. Furthermore, personal data will be processed for the time necessary to achieve the purposes that justify their collection (eg: evaluation and management of the Report); once the purpose of processing has been completed, personal data will be stored on the basis of the criteria and for the periods indicated in the privacy information provided to the interested party;
- adequate technical and organizational measures are implemented to guarantee the security of personal data, in compliance with current legislation, both during the transmission of the Report and during the management and filing of the Report;
- the exercise of the rights by the Whistleblower or the Reported subject ("interested" subjects pursuant to the privacy legislation), in relation to their personal data processed within the Whistleblowing process, may be limited, pursuant to and for the purposes of article 2-undecies of Legislative Decree 196/2003 as amended by Legislative Decree 101/2018, in the event that such an exercise could result in an effective and concrete prejudice to other interests protected by specific regulatory provisions, with the specification that under no circumstances may the Reported subject be allowed to exercise his rights to obtain information on the identity of the Whistleblower;
- access to personal data is granted only to subjects identified for this purpose as data processors or expressly authorized – pursuant to articles 29 and 32, par. 4, of GDPR and/or art. 2-quaterdecies of the Privacy Code – and upon receipt of this type of Report, limiting the transfer of confidential information and personal data only when this is necessary;

- personal data are kept only for the appropriate and proportionate terms in order to allow the execution of the Whistleblowing Procedure;
- personal data which are not useful for processing the Report must be canceled immediately.

To exercise the aforementioned rights, the Whistleblower may directly contact the Whistleblowing Officer, authorized to process the data designated by the Data Controller, via dedicated e-mail box whistleblowingsofintergroup@legalmail.it or via ordinary mail to be sent to the following address: 21013 Gallarate (VA), Piazza Buffoni 3 to Sofinter S.p.A., with the wording “confidential”.

In order to ensure the reconstruction of the various phases of the Report process, it is the Whistleblowing Officer responsibility to ensure:

- i. the traceability of Reports and related examination activities;
- ii. the conservation, in special archives, of the documentation relating to the Reports and the related examination activities.

10. EXTERNAL REPORTS TO THE SUPERVISORY AUTHORITY

10.1 ANAC'S REPORTS EXTERNAL CHANNELS

In cases where the Report concerns the Violations of European Union rules referred to in points ii), iii), iv), and v) of Paragraph 6.2 above “Subject of the Report –Violations” and one of the following conditions is met:

- if an internal Report channel has not been established or when the same, even if envisaged, is not active;
 - when the internal channel adopted does not comply with the provisions of article 4 of the Decree;
 - when the Report made through an internal channel has not been followed up;
 - when the Whistleblower has reasonable grounds to believe that, if he were to make a Whistleblowing through internal channels, it would not be followed up effectively or that the Whistleblowing itself could lead to the risk of retaliation;
 - when the Whistleblower has reasonable grounds to believe that the Violation may constitute an imminent or obvious danger to the public interest;
 - when the Whistleblowing concerns or involves, directly or indirectly, the Whistleblowing Officer,
- the Whistleblower may make a so-called external Report, through one of the channels made available by ANAC which guarantee, also through the use of encryption tools, the confidentiality of the identity of the Whistleblower, of the Reported subject, as well as of the content of the Whistleblowing and related documentation.

External Reports can be made in written form through the IT platform or orally through telephone lines or voice messaging systems or, at the request of the Whistleblower, through a direct meeting set within a reasonable time.

The external Report presented to a subject other than the ANAC is sent to the latter within 7 (seven) days from the date of its receipt, simultaneously giving notice of the transmission to the Whistleblower.

10.2 PUBLIC DISCLOSURE

In the cases in which the Report concerns the Violations of the European Union regulations referred to in points ii), iii), iv), and v) of the previous Paragraph 6.2 “Subject of the Report – Violations” and when one of the following conditions occurs:

- the Whistleblower has previously made a Report through Internal Channels and External Channels, or has made an external Report directly, and in all these cases no response has been given within the set deadlines;
- the Whistleblower has founded and reasonable reason to believe that the Violation may constitute an imminent or obvious danger to the public interest (for example, an emergency situation or the risk of irreversible damage, even to the physical safety of one or more people, which require that the Violation be disclosed promptly and have a wide resonance to prevent its effects);
- the Whistleblower has founded and reasonable reason to believe that the external Report may involve the risk of retaliation or may not be followed up effectively 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 Whistleblower may make a public disclosure, through the press or electronic means or means of dissemination capable of reaching a large number of people.

11. TRAINING

To encourage the use of internal Reporting systems and promote the dissemination of a culture of legality, the Company ensures that personnel are informed in a clear, precise and complete manner on the provisions of this Procedure and in particular on the internal Reporting procedure and the safeguards put in place to guarantee the confidentiality of the personal data of the Whistleblower and of the alleged perpetrator of the Violation. Personnel are warned that the legal provision according to which the presumed responsible has the right to obtain, among other things, the indication of the origin of personal data (see art. 15, paragraph 1, letter g) GDPR), does not apply with regard to the identity of the Whistleblower, which can only be revealed with his consent, in compliance with the express provisions of Legislative Decree 24/2023.

12. PUBLICATION OF THE PROCEDURE

A copy of this Procedure is made available to personnel, via the Company intranet and on the Company's website. A copy of the same is sent to the new personnel upon hiring.

ATTACHMENT 1

FORM FOR REPORTING ILLEGAL CONDUCT
(so called Whistleblowing)

FORM FOR REPORTING ILLEGAL CONDUCT

(Whistleblowing)

Those who intend to report unlawful situations of which they have become aware in the context of their function, can use this form to be sent to the Whistleblowing Officer according to one of the methods indicated in the Whistleblowing Procedure and indicated at the bottom.

It should be remembered that the law and the Company protect the Whistleblower. In particular, the Company guarantees maximum confidentiality on the subjects and facts reported, using, for this purpose, communication criteria and methods suitable for protecting the identity and integrity of the persons mentioned in the Reports. In line with the provisions of the General Part of the Model, the Company prohibits and stigmatizes any act of retaliation or discrimination, direct or indirect, against anyone who reports unlawful conduct, for reasons connected, directly or indirectly, to the Report, providing for adequate sanctions, within the disciplinary system, against anyone who violates the protection measures of the Whistleblower; at the same time, the Company undertakes to adopt adequate sanctions against anyone who with wilful misconduct or with gross negligence makes Reports that prove to be unfounded.

This form can be sent, alternatively:

- 1) to the specially activated e-mail box addressed to the Whistleblowing Officer: whistleblowingsofintergroup@legalmail.it or
- 2) to the postal address 21013 Gallarate (VA), Piazza Buffoni 3 to Sofinter S.p.A., with the wording "confidential" to the attention of the Whistleblowing Officer. To this end and in view of the confidential logging of the Whistleblowing, it is necessary for the Whistleblowing to be placed in two sealed envelopes: the first with the identification data of the Whistleblower (name and surname, category and professional qualification, place of work, tel./mobile, e-mail), together with a photocopy of the identification document; the second with the Report, in order to separate the data identifying the Whistleblower from the Report. Both must then be placed in a third sealed envelope bearing the wording "confidential" on the outside. The Report is then subject to confidential protocolling, also through an independent register.

DATE/PERIOD IN WHICH THE EVENT OCCURRED	
PHYSICAL LOCATION AND ADDRESS WHERE THE EVENT OCCURRED	
DESCRIPTION OF THE EVENT (CONDUCT AND EVENT)	
AUTHOR OF THE FACTS (identify with personal data)	

OTHER POSSIBLE PERSONS KNOWLEDGE OF THE FACT AND/OR ABLE TO REPORT ON THE SAME	
ANY DOCUMENTS TO BE ENCLOSED TO SUPPORT THE REPORT (EX: PHOTOGRAPHIC RELEASES)	

ANNEX 2 – PRIVACY INFORMATION ON THE PROCESSING OF DATA PROVIDED FOR THE WHISTLEBLOWING OF ALLEGED ILLEGAL CONDUCT AND IRREGULARITIES PURSUANT TO ARTS. 13 AND 14 GDPR

The company **Sofinter S.p.A.** – Tax ID and VAT number 08554110158, with registered office in Milan, Via Conservatorio no. 17, as data controller (hereinafter also the “Company” or “Data Controller”), hereby intends to provide adequate information on the characteristics and methods of the processing of personal data of people who report violations of regulatory provisions, national or of the European Union, which harm the interest or integrity of the Company, of which they have become aware in the working context, as part of the process implemented by the Data Controller for the acquisition and management of these internal reports, in compliance with the applicable legislation on whistleblowing, with particular reference to Legislative Decree 24/2023 transposing EU Directive 1937/2019 (hereinafter also referred to as the “Decree”).

Reports are managed as required by the whistleblowing procedure adopted by the Company and made available in the dedicated section of the Company website. The subjects concerned by this information are the recipients of the aforementioned procedure, which it is recommended to read carefully, or the subjects in any case referred to by the report.

The personal data provided by you as a whistleblower (hereinafter also “Whistleblower”) and the information contained in the reports and in any documents attached to them, will be treated according to the principles of correctness, lawfulness, transparency and protection of privacy confidentiality and the rights of the interested parties, in compliance with the obligations imposed by the privacy legislation (Legislative Decree no. 196/2003 and subsequent amendments, EU Reg. no. 679/2016, hereinafter for brevity “GDPR”), by the legislative decree 10 March 2023 no. 24, by the ANAC guidelines on whistleblowing and by Legislative Decree 231/01.

Since suspected violations can also be reported anonymously, you are not necessarily required to provide your personal data when submitting the report. In the event that you decide to provide your personal data, you will be asked to give specific consent to the processing.

However, also in relation to anonymous reports, it cannot be excluded that, during the examination of the same, the Data Controller – if necessary through its data processors – comes into possession of personal information concerning other categories of interested parties (eg. subjects other than the Whistleblower, third parties, etc.), which will therefore be treated in accordance with this information.

Therefore, as part of the process of acquiring and managing the report, the Company will process any personal data provided by the Whistleblower, and the data of other categories of interested parties, such as people involved and/or connected to the reporting process, guaranteeing maximum confidentiality.

1) Ownership of the treatment

The Data Controller is Sofinter S.p.A., as above specified.

The Whistleblowing Officer can be contacted by e-mail at the address: whistleblowingsofintergroup@legalmail.it by any interested party for any question relating to his personal data or the exercise of the rights deriving from the GDPR (in particular, articles from 15 to 22).

2) Type of personal data

Pursuant to and for the purposes of the provisions of articles 13 and 14 of Regulation (EU) 2016/679 regarding the protection of personal data, the personal data processed by the Data Controller will be, by way of example and not limited to, the following:

- identification data of the Whistleblower (for example: name, surname, e-mail address, any other contact details issued by the Whistleblower, etc.);
- personal data contained in the reports sent (for example: personal data – identifying and professional – and any other personal information relating to the reported subject and/or any third parties involved in the report).

In any case, the Data Controller adopts all the guarantees provided by law in order to protect the confidentiality of the identity of the Whistleblower, so that it is not disclosed to third parties without the express consent of the latter.

Reports must contain only information necessary to substantiate the subject of the report. If the reports contain personal information that is not necessary for the pursuit of the aforementioned purposes, the Company will proceed to destroy it or, if this is not possible, to obscure them, except in cases authorized by law or by a provision of the Guarantor Authority for the protection of personal data.

The data will be processed with IT and paper supports in order to guarantee suitable security and confidentiality measures.

3) Processing purpose

The personal data of the interested parties will be processed for the purposes connected to the management of the whistleblowing procedure and to fulfill the obligations established by law, regulations or community legislation.

4) Legal basis of the processing, nature of the provision and consequences of any refusal

The legal basis for the processing of personal data provided on the occasion of reports concerning alleged irregularities or offenses that have become known in the context of the employment relationship, based on the whistleblowing procedure, is given:

- by the legal obligation deriving from the provisions of art. 6 of Legislative Decree no. 231 of 2001, as amended by Law no. 179 of 2017, containing “Provisions for the protection of authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship”, as well as by the provisions of Legislative Decree no. 24 of 2023.
The provision of data for these purposes is optional. You can therefore decide not to provide any data: in this case, the Data Controller could be unable to follow up on the report.
In any case, it is emphasized the opportunity to provide only the data necessary to describe the facts being reported, avoiding any unnecessary personal data for this purpose. The identity of the Whistleblower will in any case be protected upon receipt of the report and in each subsequent phase;
- by the consent, in case of need to reveal the identity of the Whistleblower to subjects other than those in charge of receiving and managing the report, in compliance with the whistleblowing procedure and the provisions of the Decree.
Consent is optional and may be freely revoked at any time according to the methods that will be indicated in the request, with the warning that the withdrawal of consent does not affect the lawfulness of the processing carried out before the same.

5) Recipients/Categories of recipients of personal data

The recipient of the personal data is the Whistleblowing Officer who, in compliance with the provisions of current legislation on the subject and the whistleblowing procedure adopted by the Company, is required to guarantee the confidentiality of the Whistleblower's identity.

The aforementioned data may also be shared with external professionals (for example lawyers or experts in the field of internal audit or forensic investigation), or Managers expressly identified pursuant to art. 28 GDPR, who should be in charge of managing, on behalf of the Data Controller, in-depth investigations or checks on what has been reported, as well as with judicial authorities and any other subject identified by current legislation in the field of reporting of offences.

In no case the personal data of the interested parties will be disclosed.

6) Storage of collected data

Personal data will be kept only for the time necessary for the purposes for which they are collected in compliance with the principle of minimization pursuant to art. 5.1.c) GDPR and, in particular, for the purposes of managing the preliminary investigation, concluding the activity of defining the whistleblowing and adopting the related measures, in the event of an investigation, and in any case no over than five years from the date of communication of the outcome of the reporting management process.

7) Personal data processing methods

Pursuant to and for the purposes of art. 5 of EU Regulation 679/2016 (GDPR), the personal data of which the Company becomes aware for the purposes of this procedure must be:

- processed in a lawful, correct and transparent manner in relation to the data subject; collected for specified, explicit and legitimate purposes and not further processed in a way that is incompatible with those purposes;
- adequate and relevant and limited to what is necessary for the purposes for which they are processed;
- accurate and, if necessary, updated; all reasonable measures must be taken to promptly cancel or rectify data that is inaccurate with respect to the purposes for which they were processed;
- stored in a form that allows identification of data subjects for a period of time not exceeding the achievement of the purposes for which they are processed;
- processed in such a way as to ensure adequate security of personal data, including protection, through appropriate technical and organizational measures, against unauthorized or unlawful processing and against loss or destruction or damage.

8) Rights of the interested party

The EU Regulation 2016/679 (articles from 15 to 22) grants the interested parties the exercise, compatibly with any existing regulatory obligations, the exercise of specific rights, such as:

- Right of access to personal data, which also includes the right to obtain a copy of the personal data being processed;
- Right to receive, in a structured format, in common use, readable by an automatic and interoperable device, personal data concerning him;
- Right to obtain updating, rectification or integration of data;
- Right to obtain the cancellation, limitation, transformation into anonymous form or blocking of data processed unlawfully, including data whose retention is unnecessary for the purposes for which the data were collected or subsequently processed;
- Right to object, in whole or in part, for legitimate reasons, to the processing of personal data concerning you, even if pertinent to the purpose of the collection and to the processing carried out for the purposes established by current legislation;
- Right to lodge a complaint with the personal data Guarantor, according to the procedure that can be read on the Guarantor's website (www.garanteprivacy.it) to complain about a violation of the regulations on the protection of personal data and request a verification by the Authority.

The interested parties are informed that the rights cannot be exercised when the exercise could result in an effective and concrete prejudice to the confidentiality of the identity of the Whistleblower, in compliance with the provisions of Legislative Decree no. 24 of 2023.

In this case, the exercise of the rights will be carried out in accordance with the applicable legal provisions.