



Whistleblowing Procedure

Zucchetti Germany GmbH

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1. Foreword

Zucchetti Germany GmbH (hereinafter the “Company”) has adopted the "*Whistleblowing Procedure*", in order to comply with the Whistleblower Protection Act ("*Hinweisgeberschutzgesetz*") (also hereinafter the “HinSchG”), dated 31 May 2023, that came into force on 2nd July 2023. The Whistleblower Protection Act is the German implementation of the so-called EU Whistleblower Directive (Directive (EU) 2019/1937 of the European Parliament and of the Council of the European Union of October 23, 2019 on the protection of persons who report violations of Union law).

2. Aim and purpose of the Whistleblowing Procedure

The purpose of this *Whistleblowing Procedure* is to provide people (so called “Whistleblowers”) who intends to report an offence or a violation, with clear operational indications relating the subject, contents, recipients and means of transmission of the report, in application of the protection rules offered by the German legislation. The Whistleblower Protection Act ensures that Whistleblowers are protected against detriment or reprisals when reporting such information on violations of law in connection with their work-related activities.

3. Subject of the report

A Whistleblower who has obtained information about a violation during his/her professional activities, can report it. Reports that concern anomalies, irregularities or offences committed both in the interest of or to the detriment of the Company are considered relevant.

The Whistleblower Act applies to Whistleblowers that report violations in relation to the following¹:

- Violations that are punishable by law;
- Violation of federal and state legislations as well as European legislation;
- Violations that are subject to a fine if the violated regulation serves to protect life, health or to protect the rights of employees or their representative bodies;
- Violations of administrative laws;
- Violation of tax legislations;
- Money laundering;
- Data protection;
- Public procurement legislation;
- Consumer rights and protection in connection with contracts between entrepreneurs and consumers and in the area of payment accounts and financial services;
- Security in information technology of provider of digital services;
- Product and transport safety;
- Public Health;
- Environmental protection requirements.

The Whistleblowers might be:

- employees of the Company, including employees whose employment relationship has already ended, job applicants, trainees, and temporary workers.

¹ Complete list of the violations is included in Sec. 2 *HinSchG* – https://www.gesetze-im-internet.de/hinschg/_2.html

- self-employed persons providing services, freelancers, contractors, subcontractors, suppliers and their employees.
- shareholders and people of the Company's management bodies.

The Whistleblower can present and submit the information about a violation orally, in writing or in person.

There is no obligation to make the report or disclose the violation in German, it is permitted to submit it also in English.

In principle, the whistleblowers do not have to be direct witnesses to a violation. However, they must have obtained information about violations in connection with or before their professional activities. Violation information is defined as a reasonable suspicion or knowledge of actual or potential breaches and attempts to conceal such breaches that have occurred or are very likely to occur (Sec. 3 (3) HinSchG). However, only Whistleblowers acting in good faith are protected from any discriminatory measures as a result of their report.

It cannot be reported by Whistleblower:

- disputes, claims or requests linked to an interest of a personal nature that relate exclusively to individual labour relations, or to labour relations with hierarchically superior figures;
- objections based on mere suspicions or rumours, since it is necessary both to take into account the interest of the third parties concerned by the information reported in the report and to avoid the body carrying out unhelpful and, in any case, wasteful internal inspection activities.

4. Content of the report

The Whistleblower must provide all useful elements to enable the reporting office in charge of handling reports and to carry out the appropriate internal checks and verify whether the reported facts are well-founded.

In any case, a report should contain at least the following elements:

- a clear and complete description of the facts being reported;
- the circumstances of time and place in which they were committed;
- if known, any known information that would make it possible to identify the person(s) who perpetrated the reported facts.
- an indication of any other persons who may report on the facts object of the report.
- an indication of any documents/other evidence that may confirm the validity of such facts.
- any other information that may provide useful feedback on the existence of the reported facts.

The Whistleblower is free to decide if made the report in an anonymous or non-anonymous way. In the event the Whistleblower has made the report in an anonymous way, the internal reporting office will not be aware of his/her identity. Therefore, in this case:

- i. anonymous reports should be substantiated and, if necessary, supported by appropriate documentation;
- ii. the internal reporting channel established by the Company allows reports with the anonymous Whistleblower;
- iii. the anonymous Whistleblower will be subject to protection measures if, despite the anonymous report, the identity of the person emerges from the circumstances or the person is subsequently identified.

On the other hand, if the Whistleblower intends to consent to the disclosure of his/her identity, the latter may expressly formalize such consent in the report.

5. Internal reporting channel

5.1. Management of the internal reporting

According to Sec. 12 HinSchG, the Company has appointed an internal reporting office that is responsible for the handling of any reports received by a Whistleblower and has set up an internal reporting channel through which the Whistleblower can contact the internal reporting office, in order to report information on violations.

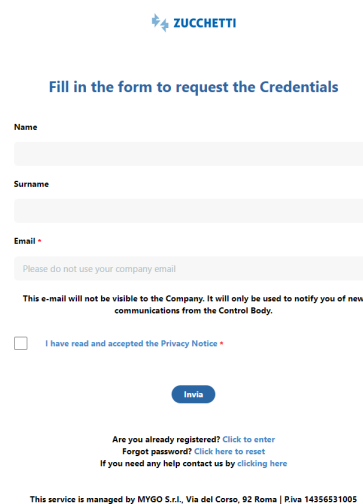
The Whistleblower may:

1. send by ordinary mail and written communication to the internal reporting office at Zucchetti Germany GmbH, with a place of business at Saarwiesenstr. 5, D -66333, Völklingen, Germany (new address as of 01.01.2024: Werner-von-Siemens-Allee 4, 66115 Saarbrücken, Germany). In this case it is requested that the communication be placed in a double sealed envelope, without indication of the sender if you want to maintain your anonymity, marked "CONFIDENTIAL TO THE INTERNAL REPORTING OFFICE" whoever in the Company will receive the envelop, without open it, will immediately forwards the envelope to the internal reporting office.
2. use the 'Mygovernance' web portal, which is independent from the Company's IT infrastructure and any reports submitted are only visible by the member of the internal reporting office that are obliged to maintain confidentiality.

5.2. How to use the 'Mygovernance' portal

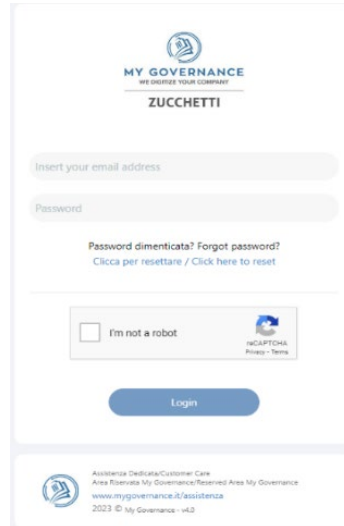
If you want to use the 'Mygovernance' web portal you have to:

1. Access the link <https://areariservata.mygovernance.it/#!/WB/Zucchetti-Germany-GmbH> filling in the form with your name, surname and a personal e-mail address (please do not use your working email address).



The screenshot shows the registration form for the 'Mygovernance' portal. At the top, there is the ZUCCHETTI logo and the heading 'Fill in the form to request the Credentials'. The form contains three input fields: 'Name', 'Surname', and 'Email'. Below the 'Email' field, there is a note: 'Please do not use your company email' and 'This e-mail will not be visible to the Company. It will only be used to notify you of new communications from the Control Body.' There is a checkbox labeled 'I have read and accepted the Privacy Notice'. Below the form is a blue 'Invia' button. At the bottom, there are links for 'Are you already registered? Click to enter', 'Forgot password? Click here to reset', and 'If you need any help contact us by clicking here'. At the very bottom, it states 'This service is managed by MYGO S.r.l., Via del Corso, 92 Roma | Piva 14356531005'.

2. Follow the instructions received with the e-mail containing the unique Access Credentials.
3. Log in to your account with your credentials.




MY GOVERNANCE
WE DIGITIZE YOUR COMPANY
ZUCCHETTI

Insert your email address

Password

Password dimenticata? Forgot password?
Clicca per resettare / Click here to reset

I'm not a robot  reCAPTCHA
Privacy - Terms

Login

Assistenza Dedicata/Customer Care
Area Riservata My Governance/Reserved Area My Governance
www.mygovernance.it/assistenza
2023 © My Governance - v4.0

4. Now, you can choose if to proceed with a written report or with a vocal report by clicking the relevant button on the top left-hand corner.



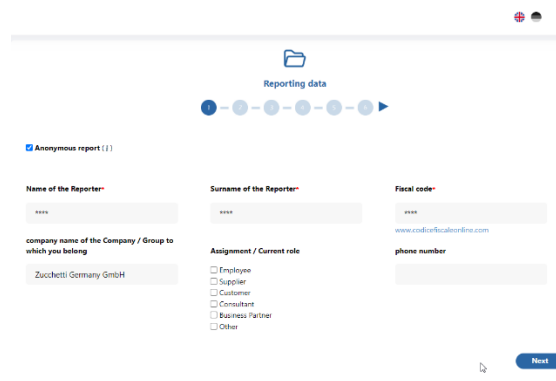
MY GOVERNANCE
WE DIGITIZE YOUR COMPANY
ZUCCHETTI

+ Create report

+ Vocal report

4.1. Written Report.

If you want to proceed with the written report, click the 'CREATE REPORT' button and choose if you want to make the report in an anonymous or non-anonymous way.



Reporting data

Anonymous report (1)

Name of the Reporter*

Surname of the Reporter*

Fiscal code*
www.codicefiscaleonline.com

company name of the Company / Group to which you belong
Zucchetti Germany GmbH

Assignment / Current role
 Employee
 Supplier
 Customer
 Consultant
 Business Partner
 Other

phone number

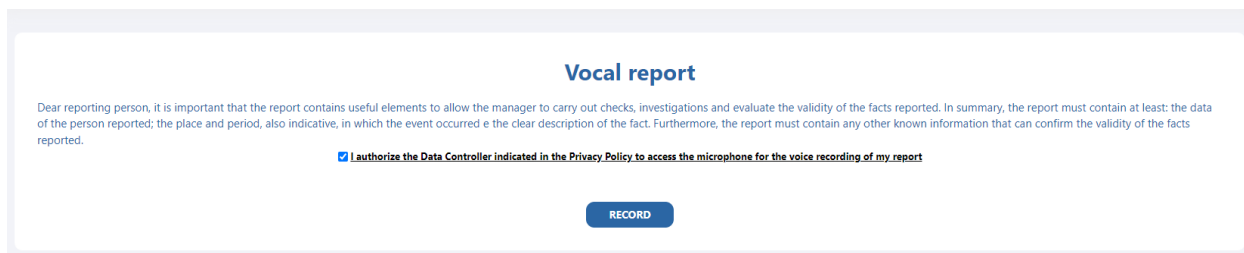
Next

Once the reporting method has been established (anonymous report/non-anonymous report), you, as a Whistleblower, shall fill in the form.

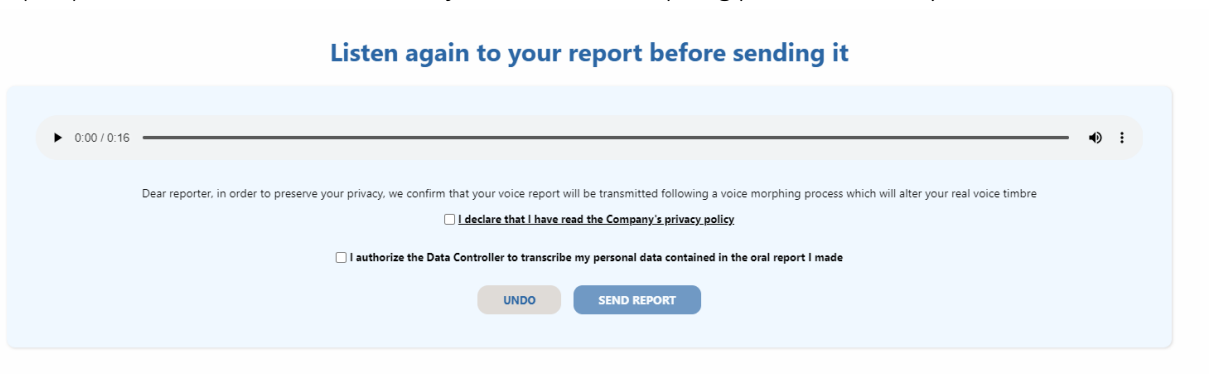
Fields marked with an * are mandatory. Some fields are open and must have a minimum number of characters.

4.2. Vocal Report.

If you want to proceed with the vocal report, click the 'VOCAL REPORT' button. A new page will be open with the minimum requirements that the vocal report must contain. You can proceed with the recording of the report only by granting your consent to the access the microphone for the voice recording.



Once you have granted your consent, you can start the recording. The maximum duration allowed is 5 (five) minutes. Your voice will be subject to a voice morphing process to alter your real voice.



5. When you have finalised your report, it will be requested to you to declare that you have read the privacy policy, then you can send the report (vocal report or written report) and you will receive the receipt of your report.

6. **Management of reporting**

When the internal reporting office receives a report, it will be to perform a preliminary assessment in order to evaluate:

- a) the processability of the report: the internal reporting office must verify the existence of the objective and subjective conditions for the application of the *Whistleblowing Procedure* and, in particular, that the Whistleblower is a person entitled to make the report and that the subject of the report falls within the scope of application of the *Whistleblowing Procedure*.

- b) the admissibility of the report: the internal reporting office must verify that the report clearly states (i) the circumstances of time and place in which the event that is the subject of the report reported and, therefore, a description of the facts that are the subject of the report, containing details of the circumstantial information and, where present, also the manner in which the Whistleblower has come to know the facts; (ii) the personal details or other elements that make it possible to identify the person to whom the reported facts refer.

If the report is sent via 'Mygovernance' web portal (irrespective of whether it is an anonymous report or not) or if the report is sent via post (but only if the Whistleblower has indicated a way to contact him/her), within 7 (seven) days, from the receipt of the report, the internal reporting office will confirm such receipt and might also request to the Whistleblower the availabilities to contact him/her again in the event additional information during internal investigation are needed.

The management and verification of the validity of the circumstances reported in the report are assigned to the internal reporting office that shall comply with the principles of impartiality and confidentiality, carrying out any activity deemed appropriate, including the personal hearing of the Whistleblower and any other persons who may have knowledge of the facts reported.

During the analyses of the report received and the internal investigation, the internal reporting office can request to other functions in the Company or to external advisors/consultants to provide assistance, provided that any possible conflict of interest will be avoided and that no action will be taken in order to identify an anonymous Whistleblower.

The documentation related to a report will be deleted after 3 (three) years from the completion of the procedure. The documentation may be retained for a longer period, in order to comply with the requirements a specific law or regulation, as long as this is necessary and proportionate.

From the preliminary assessment, a report can be considered:

a) Admissible:

When from the preliminary assessment a report is considered admissible, the internal reporting office shall carry out internal investigation and contact affected people/business units.

When the internal investigation is finalised, the internal reporting office shall document the activities performed and the appropriate follow up measure needed, including inform the competent authorities for further investigation, and/or the management board of the Company or the Shareholders in the event the violation refers to the management body.

b) Inadmissible:

From the preliminary assessment, a report can be considered inadmissible when:

- the asserted claim is unfounded, false or instrumental. In this case the internal reporting office proceeds to archive the report, while ensuring the traceability of the supporting reasons and notifying the Whistleblower.
- the violation cannot be verified due to the fact that the report is not sufficiently detailed in its content. In such case, if possible, the internal reporting office, within 7 (seven) days of receipt,

may request the Whistleblower to provide the additional information within the next 7 (seven) days. If no reply is received, the report will be deemed inadmissible definitely and a relevant communication will be sent to the Whistleblower.

- a report relates to a matter not included in the list provided by Sec. 2 *HinschG*. In this case the Whistleblower Protection Act does not apply, the report will be archived, and the Whistleblower will be informed of this circumstance.

If the report is sent via 'Mygovernance' web portal (irrespective of whether it is an anonymous report or not) or if the report is sent via post (but only if the Whistleblower has indicated a way to contact him/her), the internal reporting office will provide the Whistleblower with feedback within three months of confirming receipt of the report or, if receipt has not been confirmed, no later than 3 (three) months and 7 (seven) days after receipt of the report. The feedback includes:

- when the report is admissible: planned and already taken follow-up measures as well as the reasons for them. Feedback to the Whistleblower may only be provided to the extent that this does not affect internal/external investigations or the rights of the persons who are the subject of a report or who are named in the report. If the investigation is not ended, the Whistleblower will receive another communication that will contain the final outcome of the investigation when the investigation has been completed.
- when the report is inadmissible: the reason for archiving the report.

7. Measures of Whistleblower protection

7.1. Obligations of confidentiality on the identity of the Whistleblower and evasion of the right of access to reporting

The reporting channels implemented by the Company are securely designed, set up and operated in such a way that the confidentiality of the identity of the Whistleblower and third parties mentioned in the report is maintained and unauthorised employees are denied access to them. However, according to the Whistleblower Protection Act, there are exceptions according to which the requirement of confidentiality does not apply in certain cases (e.g. the identity of a person who intentionally or grossly negligently reports false information is not covered by the protection of confidentiality).

Therefore, subject to the exceptions mentioned above, the identity of the *Whistleblower* may not be disclosed without his/her express consent, and all those receiving or involved in the handling of the report are obliged to protect the confidentiality of that information.

In the event of a breach of the confidentiality of the identity of the Whistleblower or of third parties mentioned in the report, the person who commits the breach is acting in an administrative offense and is subject to a fine according to Sec. 40 of *HinSchG*.

The legal basis for the processing of personal data by the internal reporting office is Art. 6 para. 1 lit.c GDPR in conjunction with Sec. 10 *HinSchG*. All processing of personal data carried out during the process of handling reports must be carried out in full compliance with the legislation on the protection of personal

data and with internal policies and procedures, in particular those on the processing and protection of personal data.

In particular, when handling reports, the internal reporting office ensures that:

- the personal data contained in the reports are used no longer than necessary to provide adequately follow up on reports received;
- personal data that are manifestly not useful for processing the report are not collected and, in the event of accidental collection, are promptly deleted;
- the personal data are kept for a period of time not exceeding the purposes for which they are processed and, in any case, not exceeding 3 (three) years from the communication of the final outcome of the report;
- specific technical and organisational measures are adopted and maintained to ensure a level of security appropriate to the specific processing risks. To this end, the internal reporting office may rely on the necessary support of both the 'Mygovernance' web portal provider and the Company's IT manager;
- the persons involved in the Whistleblowing management process are all duly authorised, instructed and specifically trained, with particular reference to security measures and the protection of the confidentiality of the persons involved and of the information contained in the reports.
- the personal data contained in the reports are communicated to the corporate bodies and internal functions competent from time to time, as well as to the competent Authority of law and/or any other competent authority, or to duly authorised third parties, for the sole purpose of activating the procedures necessary to ensure, as a consequence of the report, appropriate defence and/or disciplinary protection of the Whistleblower, where the elements collected and the measures taken reveal the grounds for the circumstances reported;
- paper and/or computer files (i.e., 'Mygovernance' web portal) are used for tracking, storing and filing the Reports in compliance with the instructions set out in this *Whistleblowing Procedure* in accordance with the highest security and confidentiality standards in force at the time.

7.2. Prohibition of discrimination and retaliatory measures against Whistleblowers

No form of retaliation or discriminatory measures, direct or indirect, affecting working conditions for reasons directly or indirectly linked to a report, shall be allowed, or tolerated against any employee who makes a report under this procedure.

Discriminatory measures include unjustified disciplinary actions (i.e. demotions, dismissals, transfers, etc.), harassment in the workplace and any other form of retaliation leading to intolerable working conditions.

An employee who believes he/she has suffered discrimination because he/she has reported an offence

must give detailed information on the discrimination that has occurred to the internal reporting office , which, after assessing the existence of the elements, will report the hypothesis of discrimination to the hierarchical superior of the employee who has allegedly discriminated and to the Management Board of the Company, so that the opportunity/necessity to adopt acts or measures to restore the situation and/or to remedy the negative effects of the discrimination in an administrative manner and the existence of the requirements for initiating disciplinary proceedings against the employee who has allegedly discriminated can be assessed promptly.

Discriminatory measures against Whistleblowers may be reported to the competent local Authority.

In the event of a violation of the prohibition of reprisals, the perpetrator is obliged to compensate the Whistleblower for the resulting damage.

8. Whistleblower responsibilities

As a principle, the disclosure of inaccurate information about violations is prohibited under the Whistleblower Protection Act (Sec. 32 (2) HinSchG). A Whistleblower may, however, not be sanctioned if the facts, after being verified, are merely not confirmed or do not constitute a violation in the final analysis.

In addition, according to Sec. 35 HinSchG, a Whistleblower:

- *“cannot be held legally responsible for obtaining or accessing information that he or she has reported or disclosed, unless the acquisition or access in itself constitutes a separate criminal offence”, and*
- *“does not violate any disclosure restrictions and cannot be held legally responsible for the disclosure of information in the course of a report or disclosure if he or she had reasonable grounds to believe that the disclosure of the information was necessary to detect a breach”.*

If the information disclosed was incorrect, the following legal consequences will apply:

- The Whistleblower must compensate for any damage resulting from intentional or grossly negligent reporting or disclosure of incorrect information (Sec. 38 HinSchG). The whistleblower's liability for damages is based on the fact that a false report or disclosure has far-reaching consequences for the person affected or accused. The effects may no longer be completely reversible. According to the Whistleblower Protection Act, claims for damages resulting from merely negligent incorrect reporting should not arise. Besides, only Whistleblowers acting in good faith are protected from further repercussions.
- The whistleblower acts improperly if he or she intentionally discloses incorrect information in violation of Sec. 32 (2) of the Whistleblower Protection Act is acting in an administrative offence subject to a fine.

If a Whistleblower abusively reports a violation, this may initially give rise to criminal liability. Possible criminal offences are pretending to have committed a criminal offence (section 145d of the Criminal Code), false suspicion (section 164 of the Criminal Code) or offences of honour (section 185 et seq of the Criminal Code).

9. External reporting office

In addition to the internal reporting offices, the Whistleblower Protection Act also provides the establishment of external reporting offices, that are authority to which information about misconduct can be reported verbally or in writing.

A central external reporting office is to be established at the Federal Office of Justice (BfJ). Further external reporting office for special responsibilities are:

- Bundeskartellamt: competent authority for handling information on violations of competition law (German Competition Act, Gesetz gegen Wettbewerbsbeschränkungen – GWB) and of the EU Digital Markets Act (DMA);
- Federal Financial Supervisory Authority (BaFin): competent authority for violations regarding the financial system (including banks, financial services institutions, private insurers, asset managers, securities trading).

The procedure of both external and internal channels is similar and the Whistleblower has the free choice of submitting the report to an internal or external reporting office. Nevertheless, as per Sec. 7, HinSchG, it's recommended to use the internal reporting channel before reporting to an external reporting office.

10. Legal consequences for violation of the Whistleblower Protection Act

Violations of the essential requirements of the Whistleblower Protection Act are considered administrative offences under Sec.40 HinSchG. Accordingly, it is an administrative offence if:

- knowingly providing false information;
- obstructing a report;
- failing to ensure the establishment and operation of an internal reporting channel;
- taking reprisals;
- failure to maintain confidentiality;
- an attempt to commit the above administrative offence may also be punished.

Violations of the Whistleblower Protection Act may be punished with administrative fines from 10.000 Euro and up to €500,000, based on the type of administrative offense committed.