WHISTLEBLOWING PROCEDURE

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1. FOREWORD

Italian Legislative Decree no. 24 of 10 March 2023 transposes into Italian law Directive (EU) 2019/1937 on the protection of people who report breaches of national or European Union Law (the so-called Whistleblowing Directive), of which they have become aware in a public or private work-related context. The purpose of the Directive is to regulate the protection of whistleblowers within the European Union through minimum protection Standards, aimed at harmonising national legislation.
Leg. Decree 24/2023, repealing the previous whistleblowing provisions, aims at strengthening the principles of transparency and responsibility in relation to reporting, as well as preventing the commission of offences, by bringing together in a single, comprehensive legal framework the entire system governing reporting channels and the protections afforded to whistleblowers in both public and private sectors.
The Decree recognises whistleblowing as a key tool in preventing breaches of the law and ensures more structured protection for whistleblowers in both public and private organisations, in order to encourage reporting and combat unlawful conduct. In addition to this, in order to ensure the effectiveness of internal reporting channels and their correct implementation, the legislator has also established an external reporting channel, managed by the National Anti-Corruption Authority (hereinafter referred to as "ANAC"), which is also responsible for imposing administrative fines on organisations in various cases, including failure to establish internal reporting channels or to adopt procedures for the submission and management of reports.
Ustec S.r.l. (hereinafter the "Company") has implemented the principles and provisions set out in the above mentioned Leg. Decree 24/2023, entrusting the Whistleblowing Function, by resolution of the Board of Directors, to the Head of the Human Resources Department and to a person appointed by Servizi Industriali - Società consortile a responsabilità limitata, who will jointly manage the internal reporting channels.

2. RECIPIENTS

This Procedure applies to all persons who report, submit complaints to judicial or accounting authorities, or publicly disclose information on breaches of which they have become aware in a work-related context, including in particular:

- employees, workers, self-employed workers, as well as individuals who collaborate with the Company or who work for or on behalf of the Company, including at third parties;
- freelancers and consultants;
- volunteers and trainees, whether paid or unpaid;
- people with administrative, managerial, supervisory, monitoring or representative functions, even where these functions are exercised on a *de facto* basis;

(hereinafter the "Recipients").

The protections provided for the whistleblower also apply where the report, complaint to the judicial or accounting authorities, or public disclosure occurs in the following cases:

- where the legal relationship has not yet started, if the information on breaches was acquired during the recruitment process or during other pre-contractual phases;
- during the probationary period;
- after the termination of the legal relationship, if the information on breaches was acquired during that relationship.

3. PURPOSE AND SCOPE OF APPLICATION: What can be reported?

The purpose of this Procedure is to regulate the process of submitting, receiving, examining and managing Reports, including the filing and subsequent deletion of such Reports and of the related documentation, in accordance with the provisions set out in this document.
The Procedure applies to the Whistleblowing Function (as defined in this Procedure), which guarantees its correct and constant implementation, as well as its widest possible internal and external dissemination, in accordance with Leg. Decree 24/2023.

Types of misconduct that can be reported include acts or omissions that harm the public interest or the integrity of the Company itself, and in particular:

1) administrative, accounting, civil or criminal offences that do not fall within points 2), 3), 4) and 5);
2) irregularities falling within the scope of European Union or national acts relating to the following areas: 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 personal data, and the security of network and information systems;
3) acts or omissions affecting the financial interests of the Union, as referred to in the Whistleblowing Decree;
4) acts or omissions relating to the internal market, as referred to in the Whistleblowing Decree;
5) acts or conduct which defeat the object or purpose of the provisions laid down in Union acts in the sectors indicated in points 2), 3) and 4).

The following, on the other hand, CANNOT be reported through internal channels:

- disputes, claims or requests relating to a personal interest of the Whistleblower, concerning exclusively the employment relationship or relationships with hierarchical superiors, unless they are connected to or referable to violations of laws or internal rules/procedures;
- violations relating to national security, as well as procurement concerning defence or national security aspects, unless such aspects fall within EU secondary legislation;
- violations governed mandatorily by European Union or national acts, as referred to in Art. 1, para. 2, lett. b), of Leg. Decree no. 24/2023 (relating to financial services, products and markets, prevention of money laundering and terrorist financing, transport safety and environmental protection);
- matters falling within the scope of national or EU provisions concerning classified information, legal professional privilege or medical confidentiality, or the secrecy of judicial deliberations, as well as matters governed by national provisions on criminal procedure, the autonomy and independence of the judiciary, the functions and powers of the High Council of the Judiciary, national defence and public order and security, as well as the exercise and protection of workers' rights to consult their representatives or trade unions, protection against unlawful conduct or acts arising from such consultations, the autonomy of the social partners and their right to stipulate collective agreements, and the repression of anti-union conduct;

In order to ensure an effective investigation, reports must be sufficiently documented and substantiated, so as to provide all the elements necessary to verify the validity of the reported facts.
In particular, the report must include the following elements (where known):

- a full and detailed description of the facts or conduct, including omissions, being reported, and how they became known;
- the date and place where the facts or conduct occurred;
- the identity, role or any other information that allow for the identification of the person(s) who carried out the reported conduct;
- the identity, role or any other information that allow for the identification of other individuals who may provide information on the reported facts;
- any other information and/or document and/or evidence, in any format or stored on any medium, that may be useful for the verification of the validity of the reported facts;
- how the whistleblower would like to be contacted (email address or telephone number).
- In addition to this, it is advisable to indicate in the report whether:
- the facts were directly observed or reported by third parties;
- the facts have already been brought to the attention of other company functions;
- the facts have also been reported to public authorities or law enforcement officials.

The Report must not only be complete and exhaustive, but it must also be timely, in order to allow for effective investigation activities to be carried out and appropriate preventive and corrective measures to be implemented.
It should be noted that anonymous reports, i.e. those that do not allow for the identification of the whistleblower, if submitted in accordance with this Procedure and adequately substantiated and accompanied by sufficient elements to allow for adequate investigation activities to be carried out, will be treated as standard whistleblowing reports and handled in accordance with this Procedure.

4. THE PROCEDURE

4.1 What is the Whistleblowing Function?

For reports concerning Ustec S.r.l, the Whistleblowing Function, which in this case is composed of the Head of the Human Resources Department and a person appointed by Servizi Industriali - Società consortile a responsabilità limitata, will receive and manage reports of unlawful conduct.
The Whistleblowing Function is responsible for verifying the accuracy of the reports received, managing the investigative phase and subsequent activities, monitoring the internal reporting channel, issuing an acknowledgement of receipt to the whistleblower, and providing a final response regarding the outcome of the investigation within the legal deadlines.

4.2 Submitting Reports

Recipients of this Procedure who become aware of information concerning violations are required to submit a report using the internal reporting channels described below.
Reports can be submitted in the following ways:

- written report via the dedicated platform, which can be accessed at: https://whistleblowing.servizi-industria.it/segnalazioni/c5b54c68/register - also linked on the Company's website. In accordance with Leg. Decree 24/2023, the platform uses encryption tools and specific protocols for the secure and confidential management of the entire process, guaranteeing anonymity and preventing reports from being traced. Communication with the Whistleblowing Function will take place through the platform, ensuring confidentiality and anonymity.

Reports can also be submitted:

- by means of a declaration made by the whistleblower during an in-person meeting with the Whistleblowing Function, which will prepare a specific written record, verified and signed also by the whistleblower. This meeting will be scheduled by the Whistleblowing Function, upon the whistleblower's request (it is advisable to use the platform even for this type of communication), within 30 days of the request.

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

4.3 Investigation of the validity of internal reports

In order to ensure the efficient and timely management of reports, the Whistleblowing Function carries out the following activities:

- issues the whistleblower an acknowledgement of receipt of the report;
- maintains communication with the whistleblower;
- correctly follows up on reports received;
- provides feedback to the whistleblower.

More specifically, once a report has been received through one of the above-mentioned channels, the Whistleblowing Function notifies the whistleblower of the receipt of their report within 7 days.
The same Whistleblowing Function also verifies whether the report meets the essential requirements to

evaluate its admissibility. the report is considered inadmissible and is archived by the Whistleblowing Function for the following reasons:

a) manifestly unfounded, due to lack of factual elements linked to violations identified by law;
b) clear absence of legal prerequisites for submitting the report, particularly regarding the persons entitled to submit reports;
c) overly generic content that makes it difficult to understand the reported facts, or reports supported by documentation that is inappropriate or irrelevant, so much so that it is not possible to understand the contents of the report itself;
d) submission of documentation only, without a report of unlawful conduct.

If the initial information provided by the whistleblower is insufficient for investigative purposes, or the report is not suitable for the identification of a potential violation, the Whistleblowing Function can request additional information from the whistleblower, according to the procedure and using the contact details they have provided. The whistleblower must provide the requested information within 30 days; after this period, the report will be archived due to inability to proceed or due to its lack of foundation. In any case, the whistleblower will be informed of the decision and the reason for archiving.
Once the admissibility of the whistleblowing report has been confirmed, the investigation begins: the Whistleblowing Function is responsible for verifying the facts reported, by initiating a prompt and thorough investigation, in accordance with principles of impartiality, fairness and confidentiality toward all the parties involved.
During the investigation, the Whistleblowing Function may carry out any necessary or appropriate activities, including interviews with the whistleblower, the person involved in the alleged violation, and any other individuals who may provide information useful for the investigation, taking the necessary precautions, as well as asking the whistleblower for additional details if needed.
At the end of the investigation, and in any case within 3 months from the date the acknowledgement of receipt was sent or, if no acknowledgement was sent, within 3 months from the end of the 7-day period following submission, the Whistleblowing Function will respond to the report and prepare a summary report of the investigation and its findings.
If the investigation confirms the report, the Whistleblowing Function will, depending on the nature of the violation:

a) urge the Company to file a complaint with the competent judicial authority where required by law;
b) inform the Manager of the department of the person responsible for the violation so that appropriate management measures, including disciplinary action if applicable, are taken;
c) suggest to senior management and to the competent departments any additional measures or actions deemed necessary, such as the application of the sanctioning system;
d) suggest changes to organisational procedures to prevent further cases of violation;
e) ask senior management to apply the protections provided by law for the person who submitted the report or was involved during the investigation.

If, on the other hand, the report is found to be unfounded, the Whistleblowing Function will archive it.

4.4 External reports (ANAC) and public disclosure: what are they?

The Italian National Anti-Corruption Authority (ANAC) has provided a channel for external reporting that guarantees the confidentiality of the identity of the whistleblower, the person involved, the people mentioned in the report and the contents of the report and relative documentation. External reports can be submitted in writing via ANAC’s online platform, verbally by telephone or using messaging systems, or by requesting an in-person meeting scheduled within a reasonable timeframe. Any external reports submitted to entities other than ANAC will be forwarded to ANAC within seven days of receipt.
External reports can be submitted using the methods indicated above if one of the following conditions applies:

- the internal reporting channel is not active or does not comply with the provisions of Art. 4 of Leg. Decree no. 24/2023;
- a prior internal report submitted by the whistleblower has not been addressed;
- the whistleblower has reasonable grounds to believe that submitting an internal report would not be effectively addressed or could result in the risk of retaliation;
- the whistleblower has reasonable grounds to believe that the violation may pose an imminent or evident danger to the public interest.

ANAC publishes on its website, in a dedicated and easily identifiable and accessible section, all information relating to:

- an explanation of the protection measures for the whistleblower;
- its contact details (telephone number, postal address, ordinary and certified email addresses);
- instructions on how to use the external reporting channel and the internal reporting channels;
- an explanation of the confidentiality regime applicable to external and internal reports as provided for by Leg. Decree no. 24/2023;
- the methods used by ANAC to request additional information from the whistleblower, the deadlines for responding to an external report, and the types of feedback ANAC may provide regarding an external report;
- a list of Third Sector entities that provide support to whistleblowers and have agreements with ANAC.

The website of the National Anti-Corruption Authority can be accessed at the following address: https://www.anticorruzione.it/.
Finally, the whistleblower can make a public disclosure, releasing information about violations to the public via the press, electronic means, or any means capable of reaching a large audience when:

- they have previously submitted an internal and external report, or have directly submitted an external report pursuant to Leg. Decree no. 24/2023 and no response was provided within the deadlines established by the Decree;
- they have reasonable grounds to believe that the violation may pose an imminent or evident danger to the public interest;
- they have reasonable grounds to believe that the external report may entail the risk of retaliation or may not be effectively addressed due to the specific circumstances of the case, such as situations where evidence could be concealed or destroyed, or where there is a well-founded concern that the recipient of the report may be colluding with the person who committed the violation or involved in the violation itself.

Outside these conditions, public disclosure cannot be considered lawful.

4.5 Processing of personal data and retention of documentation

All processing of personal data, including within the platform referred to in Chapter 4.2, is carried out in accordance with the confidentiality obligations pursuant to Art. 12 of Leg. Decree no. 24/2023 and in accordance with personal data protection legislation, including Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR), Legislative Decree no. 196 of 30 June 2003 and Legislative Decree no. 51 of 18 May 2018.
The identity of the whistleblower, and any other information from which their identity can be directly or indirectly inferred, cannot be disclosed without the whistleblower's explicit consent to persons other than those in charge of receiving or addressing the reports, who are expressly authorised to process such data pursuant to EU Regulation 2016/679 (Art. 29 and 32) and Leg. Decree 196/2003 (Art. 2-quaterdecies).
It should be noted that the Whistleblowing Function is bound by confidentiality obligations, the violation of which entails criminal and civil liability; therefore, the whistleblower can provide any information deemed useful to the investigation without fear of repercussions; moreover, the Whistleblowing Function

may act only in compliance with privacy rules and other laws protecting the confidentiality and private life of the persons involved.
If the report leads to the initiation of a criminal proceeding, the whistleblower's confidentiality will be protected to the extent provided by Art. 329 of the Code of Criminal Procedure, which imposes the obligation of secrecy regarding preliminary investigation documents until the accused has the right to access them and, in any case, no later than the closure of the preliminary investigation.
In the case of proceedings before the Court of Auditors, the whistleblower's identity cannot be disclosed until the investigative phase is concluded.
Within a disciplinary procedure, the whistleblower's identity cannot be disclosed if the disciplinary charge is based on findings separate and additional to the whistleblowing report, even if arising from it. If the charge is based, in whole or in part, on the report, and knowing the whistleblower's identity is essential for the defence of the accused, the report may only be used in the disciplinary procedure with the whistleblower's explicit consent to disclose their identity. In this case, the whistleblower will first receive a written notice explaining the reasons for the disclosure of their identity.
If the whistleblower's identity must be revealed to guarantee the defence of the person involved, the whistleblower will be notified in writing of the reasons for the disclosure of confidential data.
The confidentiality of the person involved and of other persons mentioned in the report is also protected until the conclusion of any proceedings initiated as a result of the report.
Confidentiality is ensured even in the case of oral reports or reports received by personnel other than those authorised and competent to handle them, to whom the reports must, in any case, be transmitted without delay.
Violation of the confidentiality obligation constitutes a disciplinary offence under the Company's disciplinary system, without prejudice to any other liability provided by law.
Finally, regarding the retention period (so-called *data retention*), please note that reports and any *follow-up actions* are kept for 5 years, from the conclusion of the procedure, as required by Leg. Decree 24/2023.

5. PROHIBITION OF RETALIATION

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

1. at the time of the report, the whistleblower had reasonable grounds to believe that the information provided was true and concerned the matters indicated in the previous paragraph 5.1;
2. the report was submitted in accordance with the provisions of this procedure.

The reasons that may induce a person to report or publicly disclose a violation are irrelevant for the purposes of protection.
No form of retaliation, direct or indirect, against the whistleblower for reasons connected, directly or indirectly, to the report will be tolerated.
In particular, Leg. Decree 24/2023 identifies, by way of example and not exhaustively, certain acts which, if carried out in relation to a report, constitute retaliation:

- dismissal, suspension or equivalent measures;
- demotion or denial of promotion;
- change of duties, relocation, salary reduction, modification of working hours;
- suspension of training or any restriction of access to training;
- negative performance notes or references;
- the adoption of disciplinary measures or other sanctions, including fines;
- coercion, intimidation, harassment or ostracism;
- discrimination or any unfavourable treatment;
- failure to convert a fixed-term employment contract to a permanent contract when there is a legitimate expectation of such conversion;
- non-renewal or early termination of a fixed-term contract;

- damage to the person's reputation, including on social media, or economic/financial harm, including loss of opportunities or income;
- inclusion in improper lists based on formal or informal sectoral or industrial 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 a goods supply or service provision contract;
- cancellation of a licence or permit;
- requests for psychiatric or medical assessments.

Except where legal action is taken, if the whistleblower becomes civilly or criminally liable for their statements, the Company will take appropriate action against anyone who carries out or threatens to carry out acts of retaliation against the whistleblower. If a Company employee believes that they have been subjected to retaliation due to a report, they can inform the Whistleblowing Function, which will act to protect the whistleblower as required by law.
Moreover, any whistleblower who believes they have suffered retaliatory conduct of any kind as a result of the report can notify ANAC, which will inform the National Labour Inspectorate for the relevant measures. In particular, the following will be considered null and void: the retaliatory dismissal of the whistleblower (who will have the right to reinstatement in accordance with applicable law) or the reassignment of their duties pursuant to Art. 2103 of the Italian Civil Code, or any other retaliatory measure linked directly or indirectly to the report.
The protective measures provided for by Leg. Decree 24/2023, including the prohibition of retaliation, also apply:

- to facilitators;
- to persons within the same working context as the whistleblower, the person who has lodged a report with the judicial or accounting authorities, or the person who has made a public disclosure, who are connected to them by a stable emotional relationship or by kinship up to the fourth degree;
- to colleagues of the whistleblower or of the person who has lodged a report with the judicial or accounting authorities or made a public disclosure, who work in the same working context and who have an ongoing and regular relationship with that person;
- to entities owned by the whistleblower or by the person who has lodged a report with the judicial or accounting authorities or made a public disclosure, as well as entities for which those persons work, and entities operating within the same working context as the above-mentioned persons.

It should be noted that, without prejudice to the specific limitations of liability provided for by law, the protection granted in the event of retaliation shall not apply, and the whistleblower shall be subject to disciplinary sanctions where it is established, including by a judgement at first instance, that they are criminally liable for the offences of defamation or false reporting, or for the same offences committed through a report to the judicial or accounting authorities, or where their civil liability is established in cases of wilful misconduct or gross negligence.

6. GLOSSARY

For the purposes of this Procedure, the following definitions apply:

Violations: conduct, acts or omissions that harm the public interest or the integrity of a public administration or private entity.

Information on violations: information, including well-founded suspicions, relating to violations committed or which, based on concrete elements, may be committed within the organisation with which the whistleblower or the person lodging a report with the judicial or accounting authorities has a legal relationship pursuant to Leg. Decree no. 24/2023, Art. 3, paragraphs 1 or 2, as well as elements concerning conduct aimed at concealing such violations.

Report / to report: the written or oral communication of information on violations.

Internal report: the written or oral communication of information on violations submitted through the internal reporting channel.

External report: the written or oral communication of information on violations submitted through the external reporting channel.

Public disclosure / to publicly disclose: making information about violations available to the public via the press, electronic means, or any means capable of reaching a large audience.

Whistleblower: a natural person who reports or publicly discloses information on violations acquired within their working context.

Facilitator: a natural person who assists a whistleblower in the reporting process, operating within the same working context, and whose assistance must be kept confidential.

Working context: current or past work or professional activities carried out within the relationships referred to in Leg. Decree no. 24/2023, Art. 3, paragraphs 3 or 4, through which, regardless of the nature of such activities, a person acquires information on violations and within which they may risk suffering retaliation in the event of reporting, public disclosure or lodging a report with the judicial or accounting authorities.

Person concerned: a natural or legal person mentioned in the internal or external report or in the public disclosure as the person to whom the violation is attributed or as a person otherwise involved in the reported or publicly disclosed violation.

Retaliation: any conduct, act or omission, even if only attempted or threatened, carried out as a result of a report, a report lodged with the judicial or accounting authorities, or a public disclosure, and which causes or may cause unjust harm, directly or indirectly, to the whistleblower or to the person who lodged the report.

Follow-up: the action taken by the person responsible for managing the reporting channel to assess the existence of the reported facts, the outcome of the investigation, and any measures taken.
Feedback: communication to the whistleblower of information regarding the follow-up given or intended to be given to the report.

Whistleblowing Function: the Company function designated by the administrative body as the recipient of whistleblowing reports and responsible for managing the internal reporting channels.