

**WHISTLEBLOWING REPORTING PROCEDURE  
PURSUANT TO ITALIAN LEGISLATIVE DECREE 24/2023**

APPROVED BY RESOLUTION OF THE BOARD OF DIRECTORS OF 03/08/2023,  
HAVING HEARD THE TRADE UNION REPRESENTATIVES

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**A BRAND OF SANLORENZO**



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## 1. OBJECTIVE AND REFERENCE PRINCIPLES OF THE PROCEDURE

### Objective of the Procedure

This PROCEDURE, adopted on 03 August 2023 by the Board of Directors of Sanlorenzo S.p.A. (the "Company"), has the main objective of guaranteeing the display of freedom of expression and information, which includes the right to receive or communicate information, in order to combat and prevent corruption, maladministration and the prevention of legal violations in the business context, pursuant to Italian Legislative Decree no. 24 of 10 March 2023, ("Legislative Decree 24/2023") and the Guidelines on the protection of persons who report violations of Union law and protection of persons who report violations of national regulatory provisions, in their current version, of the Italian National Anti-Corruption Authority ("ANAC").

In this perspective, the objective pursued by this PROCEDURE is to provide clear operational indications in relation to the process of sending, receiving, analysing and processing Reports made by anyone entitled to them, third parties or employees, as identified by art. 3, paragraph 3 of Italian Legislative Decree 24/2023, as well as regarding the forms of protection offered to whistleblowers by Italian Legislative Decree 24/2023.

This procedure is an integral part of the Organization, Management and Control Model adopted by the Company pursuant to Legislative Decree no. 24/2023.

### Protection of confidentiality and privacy

The Whistleblowing Manager and all parties involved in the reception and processing of reports must guarantee the absolute confidentiality of the information received through the reports and, in particular: the identity of the reporting parties, the reported parties, the persons involved and/or mentioned in the report, the content of the report and its documentation, without prejudice to legal obligations. Please refer to paragraph 5.1 below.

The processing of the personal data of the persons involved and/or mentioned in the reports is protected, as is that of the whistleblowers, in accordance with the law in force and, in particular, EU Regulation no. 679 of 27 April 2016 (so-called GDPR), of the Privacy Code (Italian Legislative Decree 196/03).

### Protective measures

Specific protections are granted to the Whistleblower pursuant to this PROCEDURE, as indicated in paragraphs 5 et seq. In particular, no form of retaliation or discriminatory measure, direct or indirect, is allowed or tolerated for reasons related to the report.

The adoption of discriminatory measures may be reported to the ANAC, which, in the event of ascertaining the retaliatory nature of the behaviour or act, may impose sanctions on the Company.

The reporting person ("Whistleblower") is also granted the limitation of liability in the event of disclosure and dissemination of certain categories of information, as well as the possibility of requesting assistance or advice free of charge from particular third sector entities identified by the ANAC.

The protection measures are also extended to the subjects identified in art. 3 of Italian Legislative Decree 24/2023, and therefore to the following subjects:

- facilitators, i.e., the people who assist the whistleblower in the whistleblowing process, providing advice and support, and who work within the same working context as the whistleblower;
- persons of the same working context as the whistleblower linked to them by a stable emotional bond or kinship within the fourth degree (persons linked by a network of relationships arising due to the fact that they work, or have worked in the past, in the same working environment as the whistleblower);
- work colleagues with a regular and current relationship with the whistleblower (subjects who, at the time of reporting, work with the whistleblower and with them have a relationship characterized by continuity such as to determine a relationship of commonality between the parties);
- entities owned by the whistleblower (entities of which the whistleblower is the exclusive owner or in which the subject holds the majority shareholding);
- entities for which the whistleblower works (e.g., employee of a company that performs a supply service for the Company);
- entities operating in the same working context as the whistleblower (e.g., partnerships between companies).

The protections also apply in the case of anonymous reporting, if the whistleblower has been subsequently identified.

### **Sanction system**

Penalties are provided for failure to comply with this PROCEDURE, without prejudice in any case to any responsible person, including those of a civil, criminal and/or administrative nature, to be ascertained by the competent authorities.

In particular:

- disciplinary sanctions against the whistleblower who has in bad faith reported violations that prove to be unfounded and, more generally, who has abused or misused and/or intentionally exploited this PROCEDURE, without prejudice to any further liability, including civil, criminal and/or administrative liability;
- Sanctions against the Whistleblowing Manager or the persons in charge of the investigation in case of intentional violation of the obligation of confidentiality of the identity of the whistleblower and of the content of the report.
  - Penalties for failure to verify the report received by the reporting operator;
  - Sanctions against the person committing retaliation;
  - Disciplinary sanction for the person reported in the event that the Whistleblowing Manager, at the outcome of the investigation, ascertains the validity of the report and the internal disciplinary procedure is initiated.

The violation of this procedure may result in the application of the specific sanctions identified in the General Part of the Organisational Model to the section "Disciplinary System".

Art. 21 of D.lgs. 24/2023 provides, then, specific administrative penalties for failure to comply with the provisions contained in the same Decree.

## 2. REFERENCES

- Art. 6, paragraph 2-bis) of Italian Legislative Decree 231/2001
- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation).
- Law no. 179 of 30 November 2017 "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".
- Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who signal breaches of Union rights.
  
- Italian Legislative Decree no. 24 of 10 March 2023, Actuation of (EU) Directive 2019/1937 of 23 October 2019 of the European Parliament and of the Council, concerning the protection of people who report breaches of Union law and bearing regulations regarding the protection of people who report breaches in national legislation (Italian Legislative Decree 24/2023).

## 3. DEFINITIONS AND ABBREVIATIONS

**Whistleblowing:** communication of information relating to violations of the law to be understood as conduct, acts or omissions that harm the public interest or the integrity of the Company, of which the whistleblower has become aware in a work context and which concern illegal conduct referring to specific disciplines indicated in paragraph 4.2 below.

**Whistleblower:** person who may submit reports pursuant to this PROCEDURE, as indicated in paragraph 4.1.

**Reported subject:** person mentioned in the report as the person to whom the violation is attributed or otherwise implicated in the reported violation.

**Zucchetti My Whistleblowing IT Platform (hereinafter also "IT Platform"):** internal channel dedicated to sending and managing reports, which guarantees the confidentiality of the identity of the whistleblower, the persons reported or otherwise involved, as well as the content of the report and the related documentation.

**Whistleblowing Manager:** Autonomous, dedicated and trained individual entity entrusted with the responsibility of managing and, where necessary, assigning the investigation of the reports received to the competent bodies.

**Retaliation:** any behaviour, act or omission, even if only attempted or threatened, carried out due to the report and that causes or may cause the whistleblower, directly or indirectly, unfair damage. These are acts or measures or behaviours that occur in the workplace and that cause prejudice to the protected subjects. The definition is better defined in point 5.2.



## 4. DESCRIPTION OF THE PROCESS AND/OR DOCUMENTS

### 4.1 SUBJECTIVE SCOPE

The reports can be sent by the subjects expressly identified by Italian Legislative Decree 24/2023, as indicated below:

- **Workers** of the Company, including workers with part-time, intermittent, fixed-term, apprenticeship, ancillary work relationships, as well as workers who perform occasional services, and temporary workers, trainees and volunteers.
- **Self-employed workers, freelancers, collaborators and consultants** who carry out their work at the Company.
- **Suppliers:** workers or collaborators of external companies who carry out their work by providing goods or services or performing works for the Company.
- **Shareholders** to be understood as the natural persons who are shareholders of the Company.
- Persons who, **even de facto, perform functions of administration, direction, control, supervision or representation** of the Company.

The provisions of this document apply when the aforementioned legal relationship is in place, but also in cases where it has not yet begun, if the information was acquired during the selection process or at other pre-contractual stages, and after the dissolution of the same, if the information on the violations was acquired during the course of work activities, as well as during the probationary period.

### 4.2 OBJECTIVE SCOPE

#### 4.2.1. Object of the report

Pursuant to Legislative Decree No. 24/2023 the subject of the report may be communications of violations, even suspected, understood as behaviours, acts or omissions affecting the public interest or the integrity of the public administration or of the Company of which the reporting agent has become aware in the business context, having as their object:

- offences committed in the context of the management of public contracts;
- violation of the rules governing financial services, products and markets, as well as the rules for the prevention of money laundering and terrorist financing;
- violation of environmental protection regulations;
- violation of the rules for the protection of public health;
- violation of the rules aimed at the protection of privacy and the protection of personal data, as well as the security of networks and information systems;
- violation of the rules for the protection of the consumer;
- violation of the rules on product safety and compliance and transport safety, as well as food and feed safety and animal welfare;
- violation of radiation protection and nuclear safety regulations;

- acts or omissions that in relation to fraud and other illegal activities harm the financial interests of the European Union referred to in Article 325 TFEU as identified in EU regulations, directives, decisions, recommendations and opinions (fraud, corruption and any other illegal activity related to European Union expenditure;
- violation of competition rules;
- violation of State aid rules,
- violation of internal market rules related to acts that violate the rules on corporate tax or mechanisms whose purpose is to obtain a tax advantage that defeats the object or purpose of the applicable legislation on corporate tax;
- acts or conduct that defeat the object or purposes of the provisions referred to in the acts of the European Union in the aforementioned sectors;
- unlawful conduct, relevant pursuant to Italian Legislative Decree no. 231/2001 or violations of the Organisation, Management and Control Model. In order to concretely circumscribe the scope of application of this document, some examples (not exhaustive) of violations that may be reported.
  - violations of the company's procedures, including those contained in the Organization, Management and Control Model of Sanlorenzo S.p.A.;
  - acts of corruption attempted and/or carried out;
  - acts or operations attempted or carried out in order to promote money laundering and/or terrorist financing;
  - falsification/concealment/destruction of business or accounting documents and other false representations of financial information;
  - acts taken in breach of company tax rules;
  - unjustified payments and payments;
  - unlawful access to information systems;
  - unlawful processing of personal data.

#### **4.2.2. Exclusions**

The following are excluded from admissible reports - which therefore will not be handled in accordance with the provisions of this PROCEDURE -:

- Disputes or claims or requests concerning interpersonal matters. Complaints of a personal nature of the whistleblower or claims/requests that fall within the discipline of the employment relationship or relationships with the hierarchical superior or colleagues, must continue to be sent to the competent Human Resources staff who will see to its management.
- Complaints related to inefficiencies or problems related to the services performed by Sanlorenzo S.p.A., to be sent to the dedicated company departments.
- Blatantly unfounded news, information of public domain, information acquired on the sole basis of indiscretions or unreliable allegations (so-called rumours);
- Reports of violations already regulated by specific regulatory acts with regard to the following areas:
  - o Financial services and prevention of money laundering or terrorist financing for which the Companies bound by the relevant obligations have activated the reporting procedures provided for by the relevant regulations;



- o Transport security with regard to the civil and naval aviation sector;
- o Environmental protection with regard to regulations relating to the safety of offshore operations in the hydrocarbon sector.
- Reports of breaches in national security and procurement related to defence or national security aspects.

#### **4.3 CONTENT OF THE REPORT**

In the report - which must be as detailed as possible - the whistleblower specifies the information about the violation of their knowledge. In particular, the reports must have certain characteristics necessary to allow the Whistleblowing Manager to carry out the verifications and assessments to verify the substantiation of the facts object of the reporting, including:

- the indication of the circumstances of time and place in which the event occurred;
- a clear and complete description of the event;
- the indication of the general information or other elements that allow to identify the subject to whom the reported fact is attributed.

The whistleblower may also attach documents to provide additional elements relating to the fact and indicate other persons potentially aware of the facts.

#### **4.4 INTERNAL REPORTING CHANNELS**

The Company has activated the Zucchetti My Whistleblowing IT platform - accessible from the Sanlorenzo website, which allows making reports in the following forms:

- written, with the possibility of uploading documents and videos;
- oral, through the possibility of requesting an appointment with the Whistleblowing Manager.

In the event of a request for meeting, the content of the meeting, subject to the authorisation of the whistleblower, will be documented through recording on a device suitable for storage and listening, or will be reported in a report prepared by the Whistleblowing Manager and signed by the whistleblower to confirm the correctness of what is reported.

The whistleblower may choose to make an anonymous report by opting to do so on the IT platform.

The reporting agent can monitor the progress of the reporting management process on the IT platform

#### **4.5 WHISTLEBLOWING MANAGER**

The person responsible for receiving and managing the reports is the Reporting Manager, currently identified in an external subject and, in particular, in the Internal Audit Manager of Sanlorenzo S.p.A.

In the management of operational activities, the Reporting Manager can rely on the support of internal resources or external professionals assigned to the purpose

The Whistleblowing Manager, while remaining the competent person for the management of the whistleblowing report, may request support in carrying out the investigation of reports of relevance pursuant to Italian Legislative Decree 231/2001 to the Supervisory Body of the Company; please refer to the provisions of paragraph 4.6.1.

If the report concerns the Whistleblowing Manager, the platform will direct the report to the Supervisory Body, by means of a specific alert addressed to the inbox of the SB members.

In the event that a person other than the Whistleblowing Manager receives a report through channels other than those provided by the Company, they must:

- Access the IT platform, make a report by transmitting the contents of the report received on the platform within 7 days of receiving it, adopting operating procedures to ensure suitable confidentiality,
- simultaneously give the whistleblower notice of such transmission, where possible.

Once the aforementioned report has been received, the Whistleblowing Manager will manage it. The deadlines for managing the report start from the date of transmission on the platform operated by the original recipient of the report.

#### **4.6 MANAGEMENT OF REPORTS RECEIVED BY THE WHISTLEBLOWING MANAGER**

Once the report is received, it is automatically recorded on the computer application.

The Reporting Officer checks the eligibility of the alert and, in particular:

- if it does not fall within the objective scope of Legislative Decree No. 24/2023, because it is not relevant or expressly excluded pursuant to paragraph 4.2.1. that provides for, the Reporting Manager forwards it to the competent organizational structure (e.g. Responsible for the Personnel of competence in the case of a personal request relating to your employment relationship) it shall be stored and communicated to the signaller;
- if the vagueness of the content of the alert does not allow to understand the facts, as well as if the attached documents are inappropriate and inconsistent, the Reporting Officer files it and notifies the signaller.

In any case, the Reporting Officer issues to the reporting person, through the application, a acknowledgement of receipt of the report within 7 days from the date of receipt of the same.

If the report is reasonably well-founded and is supported by sufficient elements to proceed, the Whistleblowing Manager shall initiate the investigation phase and, to this end:

- may request clarifications and additions of the report to the signaler, even if anonymous - or otherwise interact with the same - through private messaging from the platform;
- may request clarification and integration of any other parties involved in the alert with the adoption of the necessary precautions, in order to ensure the protection of confidentiality;
- if it does not affect the performance of the activities and the Whistleblowing Manager deems it necessary to acquire information from the reported person, they may inform them of the existence of a report against them and proceed to collect the related information by written request or by hearing the reported person, with minutes of the meeting. The reported person, if they are aware of the existence of a report involving them, may in any case request to be heard and the Whistleblowing Manager follows up on the request received by inviting the reported person to make their observations in writing;

- make use of the company's organisational structures and/or external consultants, expressly appointed, for the in-depth studies deemed necessary.

At the end of the checks, the Whistleblowing Manager:

- archives the report if it is unfounded;
- identifies the consequent actions to be reported to the competent company structures as indicated in point 4.7. (e.g. review of the procedures or initiation of a disciplinary procedure against the reported subject).

Within 3 months from the date of the notice of receipt or, failing that, from the expiry of the 7-day period from the submission of the report, the Whistleblowing Manager shall provide feedback<sup>1</sup> to the whistleblower. The feedback is also provided in the event that the Whistleblowing Manager considers that the report is not admissible.

<sup>1</sup>With reference to the **response to be made within the three-month period**, it may consist of the communication of the filing (if the report is discovered to be unfounded), the initiation of an internal investigation and possibly the related findings, the measures taken to address the issue raised, the referral to a competent authority for further investigation. The feedback can also be **merely interlocutory**, since the information relating to all the activities described above that are intended to be undertaken and the progress of the investigation can be communicated. In the latter case, once the investigation has been completed, the results will still be communicated to the whistleblower.

All the activities carried out by the Whistleblowing Manager are tracked on the IT platform, from receipt of the report until its closure.

#### **4.6.1. Management of relevant reports pursuant to Italian Legislative Decree 231/2001**

If the report considered admissible (as reasonably founded and supported by sufficient elements to proceed) by the Whistleblowing Manager, is, in the latter's opinion, relevant pursuant to Italian Legislative Decree 231/01, the Manager may request, through the IT platform, support for the conduct of the investigation to the Supervisory Body within 5 days of receipt of the report, authorising the SB to access the IT platform.

If, in the opinion of the Supervisory Body, the report is not relevant for the purposes of Italian Legislative Decree 231/2001, the Supervisory Body communicates this circumstance to the Whistleblowing Manager, who will proceed independently to conduct the investigative activities.

If, in the opinion of the Supervisory Body, the report is relevant pursuant to Italian Legislative Decree 231/2001, the Supervisory Body confirms to the Whistleblowing Manager its support in the management of the investigative activities.

The response of the Supervisory Body with respect to the request for support made by the Whistleblowing Manager is provided on the IT Platform, promptly and in any case no later than 7 days from receipt of the request for support.

As part of these investigative activities, the SB:

- may request clarifications and additions of the report to the signaler, even if anonymous - or otherwise interloquire with the same - through the messaging provided by the platform;
- may request clarification and integration of any other parties involved in the alert with the adoption of the necessary precautions, in order to ensure the protection of confidentiality;

- if it does not affect the performance of the activities and the Whistleblowing Manager deems it necessary to acquire information from the reported person, they may inform them of the existence of a report against them and proceed to collect the related information by written request or by hearing the reported person, with minutes of the meeting. In the event that the reported person requests to be heard, the SB proceeds to do so by requesting them to make their observations in writing.
- make use of the company's organisational structures and/or external consultants, expressly appointed, for the in-depth studies deemed necessary.

During the verification activity, the Supervisory Body is required to maintain dialogue with the Whistleblowing Manager regarding the activities carried out and to be carried out.

In addition, within 70 days from the date of confirmation of the support communicated to the Whistleblowing Manager, the SB communicates to the Whistleblowing Manager the outcome of the checks and the proposed actions.

In this way, the Whistleblowing Manager - as the body responsible for whistleblowing - will be able to provide feedback to the whistleblower within the terms of the law and report the consequent actions to the competent company structures.

In any case, the Whistleblowing Manager enters in the platform all the information received from the Supervisory Body (including the activities carried out from the receipt of the report until its closure).

#### **4.7 ACTIONS RESULTING FROM THE PRELIMINARY INVESTIGATION**

At the end of the investigation, if the conditions for filing the report are not met, the Whistleblowing Manager informs the competent company bodies of the outcome of the investigations for:

- the adoption of the measures and/or actions that in the concrete case are necessary for the protection of the Company, including the complaint to the competent Authorities;
- the implementation of any improvement actions identified; as well as
- the initiation of the relevant management measures, including, if the conditions are met, the exercise of the disciplinary action.

### **5. PROTECTIONS**

The protections indicated below apply when the whistleblower:

- (e.g. the reporting agent must not have knowingly reported incorrect or manifestly unfounded information) and were within the objective scope of the reporting referred to in paragraph 4.2 above;
- has complied with the provisions of this PROCEDURE.

The reasons that led the whistleblower to submit the report are irrelevant for the purposes of their protection. The protections indicated below do not apply when the responsibility of the whistleblower for the crimes of slander or defamation or in any case for the same crimes committed with the charges filed with the judicial or accounting authority or the civil liability of the whistleblower for having intentionally reported false information through wilful misconduct or negligence, has been ascertained with a judgment (even at first instance). In these cases, disciplinary sanctions may also be applied.

## 5.1. CONFIDENTIALITY

All parties involved in the reception and processing of alerts must ensure the absolute confidentiality of the information received through alerts and, in particular, the identity of the alerters, the persons reported, the persons involved and/or mentioned in the report, the content of the report and the related documentation, without prejudice to legal obligations.

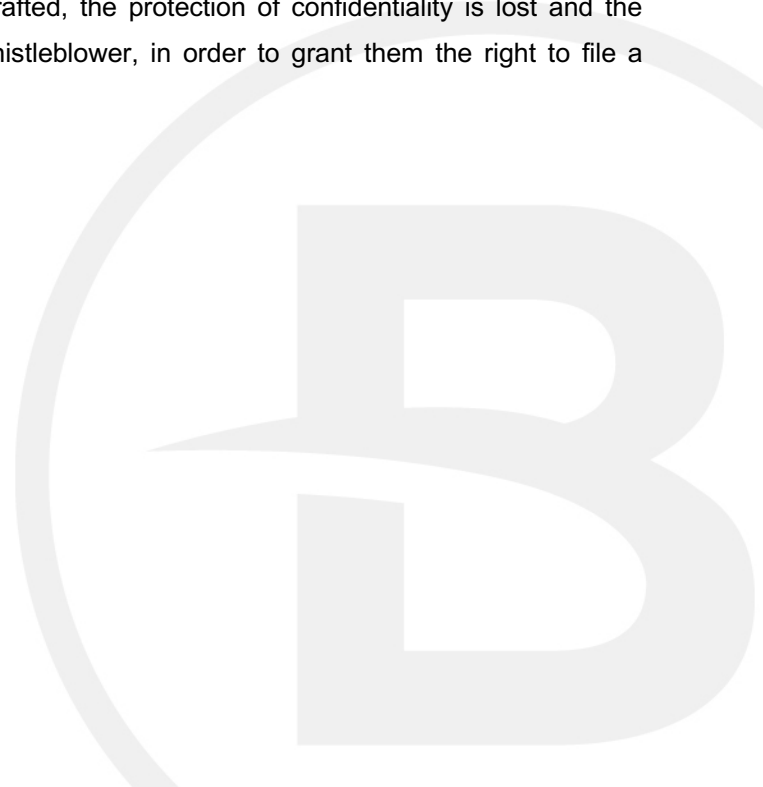
With the exception of the cases indicated above, the identity of the whistleblower is protected in every context subsequent to the sending of the report. The identity of the whistleblower and the additional information relating to the reports cannot be shared, without the consent of the whistleblower, with subjects other than the Whistleblowing Manager and the structures necessarily involved in the investigation of the reports and the subjects to whom the reports are addressed, as indicated in paragraph 7 below (the identity of the whistleblower cannot be revealed to the latter, without prejudice to the obligations).

With regard, in particular, to the scope of the disciplinary procedure initiated against the reported party, the identity of the whistleblower may be disclosed, with the express consent of the whistleblower, to the department responsible for disciplinary measures when the dispute of the disciplinary charge is based, in whole or in part, on the reporting and knowledge of the identity of the whistleblower is absolutely essential to the defense of the accused.

In the case of initiation of proceedings before the Court of Auditors against the reported person, the identity of the whistleblower is not detected until the investigation is closed. After this term, the identity of the whistleblower may be disclosed by the Accounting Authority to be used in the proceedings.

On the other hand, in the context of the criminal proceedings initiated against the reported person, the identity is covered by professional secrecy until the closure of the preliminary investigations. If the judicial authority for investigative needs wants to know the name of the whistleblower, the competent corporate function will communicate their identity.

In any case, the responsibilities of the whistleblower remain unaffected if the report has been made in bad faith and, therefore, there is liability by way of slander or defamation pursuant to the provisions of the Italian Criminal Code or art. 2043 of the Italian Civil Code. If the whistleblower's bad faith is ascertained by the Whistleblowing Manager and a bad faith report is drafted, the protection of confidentiality is lost and the reported person is informed of the identity of the whistleblower, in order to grant them the right to file a complaint for slander or defamation.



## 5.2. PROTECTION FROM RETALIATION

No form of retaliation or discriminatory measure is allowed or tolerated against the whistleblower and the other subjects indicated in the introduction.

By way of example, the following are considered retaliation:

- dismissal, suspension or equivalent measures;
  - demotion or non-promotion;
  - change of functions, change of workplace, reduction of salary, change of working hours;
  - suspension of training or any restriction of access to it;
  - demerit notes or negative references;
  - adoption of disciplinary measures or other sanctions, including financial penalties;
  - coercion, intimidation, harassment or ostracism;
  - discrimination or otherwise unfavourable treatment;
  - failure to convert a fixed-term employment contract into a permanent employment contract, where the worker had a legitimate expectation of such conversion;
  - non-renewal or early termination of a fixed-term employment contract;
  - damage, including to the person's reputation, in particular on social media, or economic or financial prejudice, including loss of economic opportunities and loss of income;
  - listing improperly on the basis of a formal or informal sectoral or industrial agreement, which may make it impossible for the person to find employment in the sector or industry in the future;
  - early conclusion 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 assessment.
- the methods of Reporting;

Acts which are recognised as being of a retaliatory nature shall be considered as null and void.

The adoption of discriminatory measures may be notified to ANAC that, in the event of a finding of the retaliatory nature of the conduct or act, it may impose sanctions on the company concerned.

If it is an attempted or threatened retaliation, the entity must provide evidence that the threat exists. In case of allegation of facts by the reporting agent, it is the responsibility of the person who attempted or threatened retaliation to prove that the attached facts are unrelated to the report made.

Protected persons who believe they have suffered retaliation may notify the ANAC.

If it is an attempted or threatened retaliation, the subject must provide elements from which the actual existence of the threat can be inferred. In the event of allegation of facts by the whistleblower, it is the responsibility of the person who attempted or threatened retaliation to demonstrate that the attached facts are unrelated to the report made.

If in judicial or administrative proceedings or out-of-court disputes or a claim for compensation submitted to the judicial authority, the whistleblower demonstrates that they have made a report and have suffered retaliation, the person who has engaged in such conduct must demonstrate the contrary (demonstrate that the action taken has no connection with the report).

The reversal of the burden of proof does not apply to subjects other than the whistleblowers (e.g. facilitators, entity owned by the whistleblower, etc.).

### **5.3. RESPONSIBILITY LIMITATIONS**

The person issuing the alert and the other persons mentioned above shall not incur any civil, criminal, administrative or disciplinary liability when disclosing information covered by the obligation of secrecy in respect of:

- disclosure and use of professional secrecy (Art. 326 c.p.);
- disclosure of professional secrecy (Art. 622 c.p.);
- disclosure of scientific and industrial secrets (Art. 623 c.p.);
- violation of the duty of loyalty and loyalty (Art. 2105 c.p.);
- infringement of copyright provisions;
- breach of the provisions relating to the protection of personal data;
- disclosure or dissemination of information about violations that offend the reputation of the person involved.

The limitation of liability also applies to behaviours, acts or omissions carried out by the institution or person if linked to the report and strictly necessary to reveal the violation (not superfluous).

The liability waiver operates only if certain conditions are met, such as:

- the acquisition of information or access to documents was lawful (e.g. the complainant made copies of documents/access to another colleague's e-mail with his consent);
- at the time of reporting, the reporting agent had reasonable grounds to believe that the information was necessary to uncover the breach (the assumption is not incorporated, for example, in the case of vindictive or opportunistic purposes).
- the reporting agent had reasonable grounds to believe that the information was true and that it was covered by the subject matter of the alerts, having also issued the alert in accordance with the procedures laid down in this procedure.

In any case, criminal liability and any other liability, including those of a civil or administrative nature, is not excluded for conduct, acts or omissions not related to the alert or which are not strictly necessary to reveal the infringement.

### **5.4. SUPPORT MEASURES**

The Reporter has the opportunity to contact for the best execution of the Report to the Third Sector entities (the list of which can be found on the ANAC website), who provide free assistance and advice, according to the forecasts and the modalities established in the D.Lgs. 24/2023:

- on how to report;
- on the protection against Retaliation recognised by national and EU legislation;
- on the rights of the person involved;
- on procedures and conditions for access to legal aid.

### **6. PROCESSING OF PERSONAL DATA**

The processing of the personal data of the persons involved and/or mentioned in the reports, as well as of the whistleblowers, will be carried out in accordance with the provisions of Italian Legislative Decree 24/2023, by EU Regulation no. 679 of 27 April 2016 (GDPR) and by Italian Legislative Decree 196/03 (Privacy Code).

## **7. REPORTING, RECORDING AND ARCHIVING**

Without prejudice to the obligation of confidentiality of the identity of the whistleblower and of the persons reported, the Whistleblowing Manager will prepare a semi-annual summary of the reports received and managed, providing aggregate information. This reporting will be made available to the Board of Directors of Sanlorenzo S.P.A.

The reports and related documentation are recorded and stored in paper and/or computer files (including the computer platform) and kept for the time strictly necessary for their management, in any case no later than five years from the date of communication of the final outcome of the whistleblowing procedure.

## **8. ADDITIONAL REPORTING CHANNELS PROVIDED FOR BY ITALIAN LEGISLATIVE DECREE 24/2023**

The reporting channels to be used on an ordinary and priority basis are the internal ones made available to the Company as provided for in paragraph 4.4. above.

Italian Legislative Decree 24/2023 provides that whistleblowers may use the external reporting channel activated at the ANAC, i.e., public disclosure, only under certain conditions briefly indicated in paragraphs 8.1 and 8.2 below. The right of whistleblowers to lodge a complaint with the competent authorities remains unaffected.

### **8.1. THE EXTERNAL REPORTING CHANNEL**

The whistleblower may make an external report to the ANAC under certain conditions, alternative to each other:

- The internal channel, although mandatory, is not active.
- The internal channel activated by Sanlorenzo S.p.A. does not comply with the provisions of Italian Legislative Decree 24/2023 in reference to the subjects and methods of reporting.
- The whistleblower made a report through the internal channel activated by Sanlorenzo S.p.A., but this was not followed up (e.g. the report was not dealt with within the established deadlines or no action was taken to address the violation).
- The whistleblower has reasonable grounds to believe that the internal report would not be effectively followed up (e.g. the Whistleblowing Manager is involved in the report; evidence could be concealed or destroyed). The whistleblower must attach concrete circumstances and information in support of what has been stated.
- The whistleblower has reasonable grounds to believe that the internal reporting could lead to the risk of retaliation (e.g. violation of the confidentiality obligation of the whistleblower's identity). The whistleblower must attach concrete circumstances and information in support of what has been stated.
- The whistleblower has reason to believe that the breach may constitute an imminent or obvious danger to the public interest (e.g. breach that requires urgent intervention, to safeguard the health and safety of people).



In the absence of these conditions, the report is not managed by the ANAC and the subject does not benefit from the protections indicated in paragraph 5.

The external reporting channel cannot be used in the event of a significant violation pursuant to Italian Legislative Decree 231/2001 and the Organisational Model

## **8.2. PUBLIC DISCLOSURE**

The whistleblower may make the report by public disclosure, making the information public domain (e.g. press or social networks) only if at least one of the following conditions is met:

- the whistleblower has made an internal report and an external report to the ANAC and neither of the two reports has received feedback within the established deadlines;
- the whistleblower has made an external report directly and it has not received feedback within the established deadlines;
- the whistleblower has reasonable grounds to believe that the breach may represent an imminent or obvious danger to the public interest (e.g. emergency situation or risk of irreversible damage);
- the whistleblower has reasonable grounds to believe that the external report may involve a risk of retaliation or may not have effective follow-up (e.g. the evidence could be concealed or destroyed or whoever received the reports may be in collusion with the author or involved).

The whistleblower must attach concrete circumstances and information in support of what has been stated.

In the absence of these conditions, the subject does not benefit from the protections in paragraph 5.

The external reporting channel cannot be used in the event of a significant violation pursuant to Italian Legislative Decree 231/2001 and the Organisational Model.



### **8.3. PRESSING CHARGES**

The reporting agent can freely contact the competent national judicial and accounting authorities, benefiting from the protection provided.

