



T.O. DELTA S.P.A. SOLE PROPRIETORSHIP
COMPANY PROCEDURE
"WHISTLEBLOWING POLICY"

Procedure for reporting offences and irregularities

1. Regulatory source and nature of the provision

The introduction into national law of adequate protection for employees (public and private) who report illegal conduct from within the workplace is set out in international conventions (UN, OECD, Council of Europe) ratified by Italy, and in recommendations of the Parliamentary Assembly of the Council of Europe, sometimes binding, at other times an invitation to comply.

In acceptance of these requests, Article 54-bis of Legislative Decree 165/2011¹, entitled "Protection of civil servants who report offences", has provided the Italian legal system with guidelines to encourage exposure of offences, i.e. whistleblowing.

"Whistleblower" means an employee of an institution or administration who notifies the bodies entitled to intervene of violations or irregularities committed to the detriment of the public interest and the administration they belong to.

"Whistleblowing policy" refers to the set of reporting procedures and actions provided to protect employees who report illegal acts and irregularities.

On 29 December 2017, Law 179/2107 came into force, containing "Provisions to protect authors of reports of offences or irregularities that have come to their knowledge within a public or private employment relationship", which, pursuant to Article 1, modified Article 54-bis cited above and simultaneously introduced a new provision for the private sector in Legislative Decree 231/2001 – which governs the Organisation and Management Model and, in general, the entity's administrative liability for the crime – regarding the presentation and management of reports².

¹Introduced with the provision of Article 1, paragraph 51, Law no. 190 of 6 November 2012, "Provisions to prevent and repress corruption and illegality in the public administration".

²Article 2 of Law 179/2017: "In Article 6 of Legislative Decree no. 231 of 8 June 2001, the following is inserted after paragraph 2: '2-bis. The models referred to in letter a) of paragraph 1 provide for: a) one or more channels that allow the parties indicated in Article 5, paragraph 1, letters a) and b), to present, to protect the entity's integrity, detailed reports of unlawful conduct, relevant pursuant to this decree and based on precise and concordant factual elements, or violations of the entity's organisation and management model, which they have become aware of due to the functions performed; these channels guarantee the confidentiality of the whistleblower's identity in reporting management activities; b) at least one alternative reporting channel suitable for guaranteeing, with IT methods, the confidentiality of the whistleblower's identity; c) the prohibition on retaliatory or discriminatory acts, direct or indirect, against the

Therefore, in accordance with the new paragraph 2-bis, Article 6, Legislative Decree 231/2001, multiple channels are established which, for the purposes of protecting the entity, allow detailed reports of conduct constituting offences or violations of Model 231. These reporting channels also guarantee the confidentiality of the whistleblower's identity.

In any case, this procedure is not limited to regulating reports from persons pursuant to Article 5, letters a) and b) of Legislative Decree 231/2001, but all reports of illegal conduct, including those from COLLABORATORS or OTHER PARTIES contractually linked to the Company.

2. Recipients

The recipients of this Policy are: COMPANY REPRESENTATIVES, EMPLOYEES and COLLABORATORS, persons who, though not belonging to the COMPANY, operate on its mandate or in its interest in Italy and abroad.

COMPANY REPRESENTATIVES: the Chair and members of the Board of Directors, the Board of Statutory Auditors, the Chief Executive Officer, General Managers, members of any other COMPANY bodies established pursuant to Article 2380 of the Civil Code or special laws, as well as any other person in a top position pursuant to the DECREE, meaning anyone who holds a representation, administration or management role in the COMPANY or a unit or division thereof, with financial and functional autonomy

EMPLOYEES: those who have an employment relationship with the COMPANY, of any degree or nature, including temporary workers, including those with placement, apprenticeship or part-time contracts, as well as workers on secondment or in force with para-subordinate employment contracts (labour administration)

COLLABORATORS: those who maintain with the COMPANY: (i) project work relationships; (ii) agency relationships and other relationships that result in coordinated and continuous provision of work, mainly staff, of a non-subordinate nature; (iii) occasional collaboration relationships (e.g. consultancy), as well as those subject to management or supervision by a COMPANY REPRESENTATIVE even though they are not EMPLOYEES

For reports from COLLABORATORS and other third parties (agents, suppliers, consultants and contractual partners), a specific provision and regulation clause must be introduced in contracts with the COMPANY.

3. Implementation and training methods

This procedure has immediate application for T.O. DELTA S.P.A. SOLE PROPRIETORSHIP

whistleblower for reasons connected, directly or indirectly, to the report; d) in the disciplinary system adopted pursuant to paragraph 2, letter e), sanctions against those who violate the protection measures for the whistleblower, as well as those who make fraudulent or grossly negligent reports that prove unfounded. 2-ter. The adoption of discriminatory measures against parties who make the reports referred to in paragraph 2-bis may be reported to the National Labour Inspectorate, for the measures falling within its competence, as well as by the whistleblower and by the trade union organisation they indicate. quater. Retaliatory or discriminatory dismissal of the whistleblower is null and void. Changing their duties is also null and void pursuant to Article 2103 of the Civil Code, along with any other retaliatory or discriminatory measure adopted against the whistleblower. It is the employer's responsibility, in the case of disputes related to the imposition of disciplinary sanctions, or to demotions, layoffs, transfers, or subjection of the whistleblower to another organisational measure with negative effects, direct or indirect, on their working conditions, subsequent to submitting the report, to demonstrate that these measures are based on reasons unrelated to the report itself.' "

The procedure must be widely disseminated so as to become a constant reference in the COMPANY's business activities.

For the purposes of implementing the procedure, training and information for staff is managed by the competent responsible department in close coordination with the COMPANY's SUPERVISORY BODY (BODY – SB) and the managers of other company departments.

For COLLABORATORS, similar information and dissemination of the procedure is envisaged, also in different ways, e.g. through hardcopy delivery with acknowledgement of receipt, with possible distinction based on their type of contractual relationship with the COMPANY.

4. Purpose and scope of application

The objective of this procedure is to describe and regulate the process of reporting violations involving offences or irregularities, providing the whistleblower with clear operational instructions regarding the subject, contents, recipients and transmission methods of reports, and regarding the forms of protection arranged by the COMPANY in accordance with regulatory provisions.

The purpose of this procedure is also to regulate the procedures for validating and substantiating reports and, consequently, to take the appropriate corrective and disciplinary actions to protect the COMPANY.

This procedure applies to all the business activities of T.O. DELTA S.P.A. SOLE PROPRIETORSHIP.

This procedure described below must be faithfully applied by the RECIPIENTS, in accordance with the standards provided by the COMPANY's Model 231 and the requirements established by the Anti-Corruption Laws, and in compliance with the legal obligations that could derive from the reports: in particular, regarding the obligation to report to the Judicial Authority and the processing of personal data and protection of privacy.

5. Reports

5.1 Subject of the reports

Unlawful conduct or suspected unlawful conduct must be reported if it does not comply with the MODEL, the CODE OF ETHICS and the internal procedures of the COMPANY, and comes to light on the occasion of and/or due to performing work duties or due to the work/collaboration relationship.

Only reports that relate to acts discovered directly by the whistleblower are taken into consideration, not those based on current rumours; moreover, the report must not concern personal complaints.

The whistleblower must not use the provision for purely personal purposes, claims or retaliations, which, if anything, fall within the more general discipline of the employment/collaboration relationship or relations with their hierarchical superior or colleagues; for these, it is necessary to refer to the procedures pertaining to company structures.

Since there is no exhaustive list of offences or irregularities that can be reported, reports relating to conduct, crimes or irregularities to the detriment of T.O. DELTA S.P.A. SOLE PROPRIETORSHIP are also considered relevant.

By way of example, the report may concern actions or omissions, committed or attempted, that are:

- criminally relevant
- carried out in violation of the MODEL, the CODE OF ETHICS, the principles of internal control and other internal procedures or company provisions punishable by disciplinary means
- likely to cause harm to the COMPANY's assets
- likely to cause harm to the COMPANY's image
- likely to cause harm to the health or safety of employees, citizens or users, or to damage the environment
- likely to cause harm to employees, users or other persons who carry out their work at the COMPANY

5.2 Content of the report

The reports must be detailed and based on precise and concordant elements, must relate to facts found and known directly by the whistleblower, and must contain all the information necessary to unequivocally identify the perpetrators of the illegal conduct.

The whistleblower is therefore required to indicate all the elements useful to ascertain the validity of the facts reported, in order to allow the appropriate checks referred to in the following paragraph (see below under para. 8) to confirm what is reported.

An indispensable requirement for accepting non-anonymous reports is the presence of elements that allow the whistleblower's identity to be verified. The report must contain:

- the details of the person making the report, indicating their title or professional position
- a clear and complete description of the acts covered by the report and how they became known
- the date and place where the act occurred
- the name and role (title, professional position or service where the activity is performed) that allow the person(s) who carried out the reported acts to be identified
- indication of the names and roles of any other persons who may report on the facts reported
- indication of any documents that can confirm the validity of the facts reported
- any other information that may provide useful feedback on the existence of the reported facts

Anonymous reports are accepted only if they are adequately detailed and able to bring to light specific facts and situations. They will be taken into consideration only if they do not appear at first sight irrelevant, unfounded or unsubstantiated.

The requirement of the truthfulness of the facts or situations reported remains in place, to protect the reported party.

6 Recipient and method of reporting

The entity in charge of receiving and examining reports is the SUPERVISORY BODY of T.O. DELTA S.P.A. SOLE PROPRIETORSHIP.

In accordance with Article 2 of Law 179/2017, the Company establishes specific dedicated communication channels suitable for protecting the whistleblower's identity. The report must be sent:

- to the supervisory body's email address

- through the internal mail service, by physically placing reports in a sealed envelope, with the wording "confidential/personal", in the SB report box set up at T.O. DELTA S.P.A. SOLE PROPRIETORSHIP. The BODY receiving the report must guarantee confidentiality for the whistleblower and the information received.

7 Confidentiality and prohibition on retaliation

It is the BODY'S task to guarantee the confidentiality of the whistleblower from the moment the report is taken charge of, even if it should later prove incorrect or unfounded.

Failure to comply with this obligation constitutes a violation of the procedure and, consequently, of the COMPANY MODEL.

All reports received, regardless of the channel used, are archived by the BODY to protect the whistleblower's confidentiality.

Reports received by internal mail will be recorded by the BODY.

The report and the attached documentation cannot be viewed or copied by applicants.

With the exception of cases in which liability for slander and defamation is established pursuant to the provisions of the Criminal Code or Article 2043 of the Civil Code, and in cases where anonymity is not enforceable by law (such as criminal, tax or administrative investigations, inspections by control bodies), the whistleblower's identity is in any case protected at every stage subsequent to reporting. Therefore, without prejudice to the above exceptions, the whistleblower's identity cannot be disclosed without their express consent.

As regards, in particular, the scope of the disciplinary procedure, the whistleblower's identity can be revealed to the head of the company department in charge of the disciplinary procedures and/or to the accused only in cases where:

- the whistleblower gives their express consent
- or, the contested disciplinary charge is based solely on the report, and knowledge of the whistleblower's identity is absolutely essential for the defence of the accused, as requested and justified by the latter in writing. In this circumstance, it is up to the head of the company function in charge of disciplinary proceedings to evaluate the request from the party concerned and whether it is absolutely indispensable to know the whistleblower's name for defence purposes. If the head of the department deems it founded, they must make a reasoned request to the BODY, containing a clear and precise explanation of the reasons why it is essential to know the identity of the whistleblower.

The same duties of conduct required from the members of the SB, aimed at the confidentiality of the whistleblower, are also imposed on the head of the disciplinary procedures department.

If the report is transmitted to other structures/bodies/third parties to carry out the preliminary investigations, only its content must be forwarded, expunging all the references which make it possible to trace the whistleblower's identity, even indirectly.

No form of retaliation or discriminatory measure, direct or indirect, on working conditions for reasons directly or indirectly connected to the complaint, is allowed or tolerated against the whistleblower.

Discriminatory measures include unjustified disciplinary actions, demotions without justified reason, workplace harassment and any other form of retaliation which leads to uncomfortable or intolerable working conditions.

Anyone who believes they have suffered discrimination due to reporting an offence or irregularity must provide detailed information to the BODY which, if it finds it to be true, reports the discriminatory situation to the competent structures, departments or bodies.

Protection for whistleblowers will also be supported by effective awareness and communication activities for employees on the rights and obligations relating to the disclosure of illegal actions.

It is understood that the COMPANY may undertake the appropriate disciplinary measures, as well as legal ones, including those to protect its rights, assets and image.

8 Verification of the report's merits

The handling and verification of the validity of the circumstances represented in the report are entrusted to the BODY, which ensures compliance with the principles of impartiality and confidentiality, carrying out any activity deemed appropriate, including personally hearing from the whistleblower and any other parties who may report on the facts.

The BODY directly carries out all activities aimed at ascertaining the facts reported. It can also make use of support and collaboration from company structures and departments when, due to the nature and complexity of the checks, their involvement is necessary, as well as external consultants. During the preliminary investigation of the report, the right to confidentiality and respect for the whistleblower's anonymity is reserved, unless this is impossible due to the characteristics of the investigations to be conducted. In this case, the same duties of conduct are imposed on those who intervened in support of the SB, aimed at confidentiality for the whistleblower.

To assess the report's merits, the BODY asks the Human Resources Department to verify the existence of other disciplinary proceedings (pending or concluded) concerning the person the report is lodged against (reported party), both as accuser and accused.

Upon the outcome of the preliminary investigation, the BODY draws up a summary report of the investigations conducted and the evidence that emerged which will be shared, based on the results, with the competent company functions or structures, in order to ensure any intervention plans and the adoption of actions to protect the COMPANY.

The results of the investigation are also submitted to the CEO for any sanctioning procedures, it being understood that adopting the measures remains the responsibility of the departments in charge thereof, which must be notified by the CEO promptly and in any case in good time to begin the appropriate procedures.

If, upon the outcome of the verification, the report appears to be founded, based on the nature of the violation ascertained, the BODY – as well as sharing the outcome with the departments, bodies and structures indicated above – may file a complaint with the Judicial Authority.

9 Sanctioning apparatus

Any form of abuse of this procedure, such as reports found to be unfounded, made through wilful misconduct or gross negligence, or manifestly opportunistic and/or carried out for the sole purpose of harming the accused or other parties, and any other situation of improper use or intentional exploitation of this POLICY, gives rise to liability from a disciplinary perspective and vis-à-vis other competent offices. The disciplinary sanctions will be proportionate to the extent and seriousness of the illegal conduct ascertained, and may also lead to termination of the relationship, in compliance with the provisions of the law and the applicable CCNL (national collective bargaining agreement) regulations.

Similarly, all ascertained violations of the measures taken to protect the whistleblower are also sanctioned.

ANNEX A

FORM FOR REPORTING UNLAWFUL CONDUCT OR IRREGULARITIES

WHISTLEBLOWER'S DETAILS

First and last name

Title or professional position

Tel./mob.

Email

REPORTED CONDUCT

Date or period when the act occurred: dd/mm/yy

Physical place where the act occurred: (indicate name and location)

Outside the office: (indicate place and address)

I believe that the actions or omissions committed or attempted are:

- o criminally relevant
- o in violation of Model 231, the Code of Ethics or other provisions whose violations can be sanctioned in a disciplinary way
- o likely to cause damage to the Company's assets
- o likely to cause damage to the Company's image
- o likely to cause damage to the health or safety of employees, citizens or users, or to cause damage to the environment
- o likely to cause harm to employees, users or other persons who perform their activity in the Company or other (specify) _____

Description of the act (conduct and event):

Perpetrator(s) of the act:

1 _____

2 _____

3 _____

Other persons potentially aware of the act and/or able to report on it:

1 _____

2 _____

3 _____

Any attachments supporting the report:

1 _____

2 _____

3 _____

I consent to the accused being told my name

o YES o NO

Place and date

Signature

The report can be submitted:

- by sending it to the email address of the SB of T.O. DELTA S.P.A. SOLE PROPRIETORSHIP – odv.todelta@sdcllex.com

It should be borne in mind that, based on the provisions of the company procedure "Whistleblowing Policy", if consent is not given, the right to confidentiality may cease if the following conditions exist simultaneously:

the disciplinary procedure initiated against the reported party is based solely on the report; it is absolutely essential to know the whistleblower's identity for the reported party to exercise their right of defence in the disciplinary procedure.