WHISTLEBLOWING PROCEDURE

pursuant to Italian Legislative Decree No. 24/2023

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Contents

1. PURPOSE OF THE PROCEDURE AND SCOPE OF APPLICATION

This Procedure applies to company Rosetti Marino S.p.A. ("**Rosetti**" or the "**Company**") and governs the process for receiving and processing Reports (so-called whistleblowing), as well as the methods for managing the relevant investigation, in compliance with the applicable legislation concerning the reporting party, the subject matter of the Report, and the protection of personal data.

The Procedure implements the provisions of Italian Legislative Decree No. 24 of March 10, 2023 "*implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and on provisions concerning the protection of persons who report breaches of national regulatory provisions*", which governs the protection of persons who report breaches of national or European Union regulatory provisions that affect the public interest or the integrity of the public administration or private entity, of which they have become aware in a public or private employment context.

The Procedure also complies with:

- Italian Legislative Decree No. 231 of 8 June 2001 as amended/supplemented: "Administrative liability of companies and entities arising from criminal offences";
- Guidelines issued by ANAC and approved by Resolution No. 311 of 12 July 2023 on "protection of persons who report breaches of Union law and protection of persons who report breaches of national laws - procedures for the submission and management of External Reports";
- Personal data protection regulations and, in particular, the provisions of EU Regulation 2016/679 on the protection of individuals with regard to the processing of personal data.

The Whistleblowing Procedure provides operational guidance to those involved in the process of submitting, receiving and handling Reports of breaches with particular regard to:

- the persons who are allowed to submit the Report;
- the subject-matter, contents and methods of submitting the Report;
- the persons appointed to receive the Report;
- the procedures for handling a Report or the procedural terms;
- the forwarding of the Report to the competent entities;
- the forms of protection that must be guaranteed in favour of the Whistleblower and the other persons involved in accordance with Art. 3 of this Procedure;
- the responsibilities of the Whistleblower and of the persons involved in various ways in the process of handling the Report.

2. DEFINITIONS

"**ANAC**": is the Italian National Anti-Corruption Authority, established by Decree-Law No. 90/2014, converted into Law No. 114/2014.

"**Whistleblowing Decree**": refers to Italian Legislative Decree No. 24 of March 10, 2023, implementing Directive (EU) 2019/1937, which became effective for the Company on July 15, 2023.

"**Facilitator(s)**": refers to the natural persons assisting a Whistleblower in the Reporting procedure and operating within the same work environment as the Whistleblower and whose assistance must be kept confidential.

"**Whistleblowing Officer**": is the function or person(s) in charge of managing the Reports received through the Company's internal channels and in accordance with the procedures set out below and better defined in this Whistleblowing Procedure.

"**Person(s) Involved**": the natural or legal person mentioned in the Report, whether internal or external, or in the public disclosure, as the person to whom the unlawful conduct is attributed or as the person otherwise involved in the breach reported or publicly disclosed.

"**Related Persons**": are individuals who have a personal or professional relationship with the Whistleblower and who may suffer retaliation in the workplace context. This includes, for example, work colleagues who have a regular or recurrent working relationship with the Whistleblower, persons within the same work environment who share a stable emotional bond or are related to the Whistleblower up to the fourth degree of kinship, entities owned by the Whistleblower or where the Whistleblower carries out his/her professional activity.

"**Reported Person(s)**": the perpetrator(s) or alleged perpetrator(s) of the Breach.

"**Retaliation**": refers to any act or measure taken by the Company and aimed at punishing the Whistleblower for having reported misconduct. Acts of retaliation deemed relevant under the Whistleblowing Law include, but are not limited to: (a) dismissal, suspension or equivalent measures; (b) downgrading or non-promotion; (c) reassignment of duties, relocation, salary reduction, modification of working hours; (d) suspension of training or any restriction on access to training opportunities; (e) negative performance reviews or unfavourable references (f) the adoption of disciplinary measures or any other sanction, including financial penalties; (g) coercion, intimidation, harassment or social exclusion; (h) discrimination or any other form of unfair treatment; (i) failure to convert a fixed-term employment contract into a permanent contract, where the employee had a legitimate expectation of such conversion; (j) non-renewal or early termination of a fixed-term employment contract; (k) damage, including to a person's reputation, in particular on social media, or economic or financial harm, including loss of income and business opportunities (l) blacklisting under formal or informal sector or industry agreement, resulting in the inability to secure future employment in the sector or industry; (m) early termination or cancellation of a contract for the supply of goods or services; (n) revocation of a licence or permit; (o) referral for psychiatric or medical evaluation.

"**Whistleblower**": means the natural person who has directly or indirectly obtained information about Breaches and makes a Whistleblowing Report. Whistleblowers may include employees (including those on probation or no longer employed), interns, volunteers, external collaborators, members of corporate bodies, shareholders of the Company, individuals working for clients, suppliers, sub-contractors, (including the entire supply chain) and other business partners (including joint ventures) of the Company.

"**Reporting**": refers to any communication made through one of the procedures set out in the following paragraphs, of information on Breaches. Reporting may be classified as follows:

- so-called "'Internal' Report" a written or oral communication of information concerning Breaches, submitted through the Company's internal reporting channel.

- so-called "'External' Report": a written or oral communication of information concerning breaches, submitted through the external reporting channel established by ANAC (the Italian National Anti-Corruption Authority).

- "Public Disclosure": the action of publicly disclosing, i.e. bringing into the public domain, information on Breaches through the press, electronic media, or any other means of dissemination capable of reaching a large number of people.

"**Breach**": refers to any act or omissions committed in the course of work-related activities or otherwise connected to such activities, by any individual within the Company, on its behalf or in dealings with the Company or its stakeholders (including joint ventures), which has occurred, or is reasonably suspected to have occurred, or is highly likely to occur, as well as any attempt to conceal such acts or omissions. Such breaches may concern:

- civil, administrative, accounting, and criminal offences under Italian law;

- acts, conduct or omissions that frustrate the object or scope of the provisions contained in European Union deeds or national legislation relating, inter alia, to the following areas: public procurement; services, products and financial markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; public health; consumer protection; protection of privacy and personal data protection and security of information networks and systems;

- unlawful conduct relevant under Italian Legislative Decree 231/2001 or breaches of Company's organisational and management model.

3. SCOPE OF APPLICATION - REPORTING PARTY (who can submit a Report)

All the persons listed in Article 3 of Italian Legislative Decree No. 24/2023 are entitled to send Reports.

By way of mere example, the Report may be submitted by:

A	**Employees** of Companies, including those engaged in occasional work	Internal Whistleblower
B	**Volunteers and interns**, whether paid or unpaid, who carry out their activities within the Companies	Internal Whistleblower
C	**Self-employed workers**, including those under specific contractual arrangements governed by Art. 2222 of the Italian Civil Code (contract for work) (including **Freelance professionals and consultants** who carry out their activities for the Companies) **Individuals engaged under a collaboration agreement** pursuant to Art. 409 of the Italian Code of Civil Procedure, who carry out their work activities within the Company, including: 1) those under private subordinate employment relationships, even if not related to the operation of a business; 2) agency and commercial representation relationships;	External Whistleblower

	3) other forms of collaboration consisting in the provision of continuous and coordinated services, mainly of a personal nature, even if not of a subordinate nature	
D	**Suppliers, Subcontractors, Collaborators**, supplying goods or services or performing works for the Company	External Whistleblower
AND	**Shareholders** of the Company	External Whistleblower
F	**Members of the administrative and/or management or representative bodies of the Companies**, including non-executive members (e.g. directors without or with delegated powers), even when such functions are exercised on a de facto basis	Internal Whistleblower
G	**Members of the Company's Audit Committee and Supervisory Board** - Statutory Auditors - Auditors or Auditing Companies.	External Whistleblowers

Reporting by these individuals may be carried out:

- while the legal relationship is ongoing;
- during the probationary period;
- when the legal relationship has not yet begun, if information on violations was acquired during the selection process or other pre-contractual stages;
- after the termination of the legal relationship if the information regarding violations was obtained prior to its termination.

4. SCOPE OF APPLICATION - SUBJECT MATTER (what can be reported)

Breaches may concern:

a) Provisions of national law or European Union law.
b) Types of offences governed by Italian Legislative Decree No. 231/01.
c) The provisions of Model 231.

The following may be reported:

- Violations involving civil, administrative, accounting, and criminal offences under Italian law;

- Acts, conduct or omissions that frustrate the purpose or object of the provisions contained in European Union deeds or national provisions relating, inter alia, to the following areas: public procurement; financial services, products and markets, and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; public health; consumer protection; protection of privacy and personal data protection and security of information networks and systems;

- Misconduct relevant under Italian Legislative Decree 231/2001 or breaches of the Model 231.

Conduct aimed at concealing violations may also be reported.

4.1. Violations that cannot be reported

Pursuant to Italian Legislative Decree No. 24 of 2023, the following cannot be the subject of a Report:

i) disputes, claims or requests that concern exclusively a personal interest of the Whistleblower or that relate exclusively to their individual employment relationships. By way of example, the following are excluded: Reports concerning labour disputes and pre-litigation phases, discrimination between colleagues, interpersonal conflicts between the reporting person and another employee or with hierarchical superiors, Reports concerning data processing carried out in the context of the individual employment relationship in the absence of harm to the public interest or to the company;

ii) the Reporting of breaches where already regulated in EU directives and regulations and in the implementing provisions of the Italian legal system, which already guarantee specific Reporting procedures. The European Union, in fact, has long recognised in a significant number of legislative acts, particularly in the financial services sector, the value of protecting whistleblowers with the obligation to activate internal and external reporting channels, and explicitly prohibiting retaliation. Examples include market abuse Reporting procedures, whistleblower protection within credit institutions and investment firms, and Reporting systems in the field of financial intermediation;

iii) Reports of breaches concerning national security, as well as procurement related to defence or national security aspects, unless these aspects fall within the scope of relevant EU law.

Breaches may consist of either violations already committed or those that, on the basis of concrete evidence, could be committed.

The reported misconduct must also relate to situations, facts, circumstances of which the Whistleblower has direct knowledge within the context of work or collaboration. In particular, Reporting is permitted during an active legal relationship, during a probationary period, before the legal relationship begins, if the information was acquired during the selection or pre-contractual phase, or after the termination of the legal relationship, provided that the information on breaches was acquired beforehand.

5. REPORTING

Any communication, information, news or fact of which the Whistleblower becomes aware may be reported, provided it concerns conduct (of any nature, including omissions) attributable to employees, collaborators, members of corporate bodies or "third parties" of the companies, which constitutes, even if only potentially, a breach of Art. 4 of this Procedure.

Whistleblowing refers to the communication of breaches (or well-founded suspicions) of national or European Union regulatory provisions, that harm the public interest or the integrity of the company with which the Whistleblower or reporting person maintains one of the qualified legal relationships identified by Italian Legislative Decree No. 24 of 2023.
The misconduct subject to Reporting is that defined in Art. 2(1)(a) of Italian Legislative Decree No. 24 of 2023 and listed in the preceding paragraph.

Reports may also concern the commission of wrongdoing or retaliatory conduct against Whistleblowers.

Reports must relate to situations, facts, or circumstances of which the Whistleblower has direct knowledge by reason of his/her employment/collaboration relationship. This includes information acquired during and/or as a result of performing work duties, even if obtained incidentally.

The following are not included among reportable or denounceable Breaches:

- clearly unfounded allegations,
- information that is already entirely in the public domain,
- information acquired only on the basis of unreliable rumours (so-called gossip). (see ANAC Resolution No. 311 of 2023, p. 27).

If the Report relates to facts which - although concerning the Company - do not fall within the scope of the Whistleblowing Procedure (so-called "Non-relevant Reports", such as, by way of example but not limitedly, Reports concerning labour disputes and pre-litigation stages, discrimination among colleagues, complaints of a commercial nature), the Whistleblowing Officer shall forward the Report to the competent function of the Company for appropriate handling. This competent function will be responsible for updating the Whistleblowing Officer on the results of the verification activities. In these cases, Reports are considered Ordinary and are not subject to the Whistleblowing regulations.

5.1 Anonymous Reports

Reports are considered anonymous when the identity of the Whistleblower is neither explicit nor uniquely identifiable.
Anonymous Reports will be recorded in the same manner as Ordinary Reports. They will only be processed if they are properly substantiated.
Pursuant to the ANAC Guidelines in cases of Anonymous reporting, if the Whistleblower is subsequently identified and retaliated against, the protection measures against retaliation provided for in Italian Legislative Decree No. 24 of 2023 shall apply.

5.2 Content of the Report

First of all, the Whistleblower must clearly indicate in the subject line of the Report that it is a Breach, for which he/she intends to keep his/her identity confidential and benefit from the protections provided for by the Whistleblowing Decree, including with regard to Retaliation.

The Whistleblower must provide all the elements necessary to permit due and appropriate checks and verifications to be carried out to ascertain whether the facts reported are well-founded.

In the Report, the following elements must be clearly indicated:

a) the time and place in which the reported fact occurred;
b) the specific fact being reported;
c) a description of the fact;
d) the personal details or other elements that allow identification of the person to whom the reported facts are attributed;
e) any third parties involved;
f) the elements from which the Breach can be inferred;
g) the preferred method of contact for follow-up;

h) whether the facts which are the subject-matter of the Report were personally witnessed by the Whistleblower or were reported by third parties;
i) whether the facts which are the subject-matter of the Report have also been passed on to other persons or to law enforcement officers.

If the information provided is deemed insufficient and/or the Report is not sufficient to identify the Breach, the Whistleblowing Officer may request the Whistleblower to supplement the Report.

The Whistleblower has 30 days to submit any of the requested additions, after which the Report is dismissed due to inability to proceed or because it is deemed unfounded.

In the event of "unfounded" Reports submitted in bad faith or with gross negligence, the Company reserves the right to take action to defend its interests and protect the parties harmed.

6. REPORTING CHANNELS

The Whistleblowing Policy provides for and regulates different types of Reporting channels:

a) **Internal Reporting channel**
b) **External Reporting channel (ANAC)**
c) **Public Disclosure**

In general, Reports can be made:

- in written or oral form, via the following web platform, made available by the Company;
- by requesting a meeting with the Whistleblowing Officer;
- by sending a printed copy of the Report by registered mail with return receipt addressed to the registered office of Rosetti Marino S.p.A., Via Trieste 230 - 48122 Ravenna (I), with the wording "To the attention of the WHISTLEBLOWING OFFICER - CONFIDENTIAL".

  In such a case, in order to ensure confidentiality, the Report should be placed in two sealed envelopes: the first with the Whistleblower's identification data together with a copy of an identity document, the second with the Report; both envelopes should then be placed in a third sealed envelope addressed to Whistleblowing Officer.

  The envelope containing the Report will be opened first. Should the reported facts concern the Whistleblowing Officer, either directly or indirectly, or relate to activities falling within their assigned organizational responsibilities, the designated individual shall report the situation envisaging a conflict of interest and refrain from participating further in the Report management process and any related investigative activities.

6.1 Internal Reporting channel

Pursuant to the Whistleblowing Decree, the Company has activated the following Internal Reporting channel, which allows Reports to be sent electronically in written and oral form and guarantees, also by means of encryption, the confidentiality of the Whistleblower and of the Person Involved as well as the content of the Report and the relevant documentation:

PLATFORM ADDRESS
https://rosetti.onwhistleblowing.com/

This Internal Reporting channel has been established with priori notification to the trade union representatives.

The Internal Reporting channel may only be accessed by the addressees indicated in paragraph 7 below of this Procedure.

System administrators may only carry out technical access regulated by specific confidentiality undertakings, in accordance with the Whistleblowing Decree.

Monitoring of the functionality of this channel is ensured by the Whistleblowing Officer, who must be contacted in the event of any malfunction.

If the Whistleblower uses the digital platform to submit the Report, the Company shall always notify the sender through the platform that the Report has been received and taken in charge.

The Report may also be submitted orally to the Whistleblowing Officer at a meeting organised at the request of the Whistleblower.

Internal Reports submitted through a channel other than the one indicated above must be immediately forwarded by the recipient to the Whistleblowing Officer, and the Whistleblower must be informed accordingly. The receiving party is bound by the utmost confidentiality in this case.

7. RECIPIENT OF THE INTERNAL REPORTING CHANNEL - THE WHISTLEBLOWING OFFICER

The Company has designated a Committee composed of specifically trained staff as the Internal Reports Receiving Body: Chairperson of Supervisory Board, Head of Internal Audit, Head of the Legal Department, who have received specific training in this regard (Whistleblowing Officer/Receiving Body).

If the reported facts concern one of the members of the Committee, either directly or indirectly, or activities falling within the organisational responsibilities assigned to him/her, he/she shall report the conflict of interest to the other committee members and refrain from taking part in the management of the Report and any related investigative activities.

Any Report submitted to a person other than the Whistleblowing Officer shall be immediately forwarded (within seven days) to the latter, with simultaneous notification of the Whistleblower.

The Whistleblowing Officer shall comply with the provisions of the Whistleblowing Procedure.

8. INTERNAL REPORTING MANAGEMENT

Except in the case of Anonymous Reports, the Whistleblowing Officer shall:

a) provide the Whistleblower with an acknowledgement of receipt of the Report within seven days from the date of receipt (on this point, please note that the platform automatically sends an initial acknowledgement of receipt / code as soon as the Report is received, as well as a second

acknowledgement of receipt when the Report is opened for the first time by a member of the Whistleblowing Officer team);
b) liaise with the Whistleblower and - where necessary - ask the latter for additional information;
c) provide feedback on the Report within three months from the date of the acknowledgement of receipt or, in the absence of such an acknowledgement, within three months from the expiry of the seven-day period from the submission of the Report.

The Whistleblowing Officer may also acquire written comments and documents from the Persons Involved.

In the case of a Report made orally during an in-person meeting between the Whistleblower and the Whistleblowing Officer, the latter shall document the Report, subject to the Whistleblower's consent, either by recording it on a device suitable for storing and listening to it, or by drafting a written report, which is then signed by the Whistleblower.

Reports (and related documentation) are retained by the Whistleblowing Officer for as long as necessary to process them and, in any case, no longer than five years from the date of notification of the final outcome of the Report management process.

The Whistleblowing Officer is entitled to:

a) request the support of internal functions or specialised external consultants, in compliance with the confidentiality requirements of the Whistleblowing Decree and the Whistleblowing Procedure;
b) request clarifications and/or additions from the Person Involved during the Report management process.

This is without prejudice, moreover, to the possibility for the Whistleblower to provide further information in the event that the facts reported are continued, interrupted or even aggravated.

Reports (and related documentation) are retained on the platform for as long as necessary to process them and, in any case, no longer than five years from the date of notification of the final outcome of the Report management process.

8.1 Preliminary assessment of the Report

Reports received by the Whistleblowing Officer are subject to a preliminary analysis that initiates the Report management process.

Upon receipt of the Report, and following the issuance of the acknowledgement of receipt to the Whistleblower within 7 days, the Whistleblowing Officer carries out a preliminary assessment of its contents. If deemed appropriate, this assessment may be carried out with the support of specialized external consultants, in order to evaluate the relevance of the Report in relation to the scope of application of the Whistleblowing Decree and, more broadly, the Whistleblowing Procedure.

Upon completion of the preliminary analysis, the Whistleblowing Officer shall classify the Report within 30 days as follows:

- **Substantiated Report** - A Report in which the facts, events or circumstances described by the Whistleblower - constituting the founding elements of the alleged misconduct (e.g. type of misconduct, relevant period, value, causes and purposes of the misconduct, company, departments, persons, units, entities concerned or involved, anomalies in the internal control system, etc.) are sufficiently detailed to allow the competent corporate bodies to verify the validity of the reported facts or circumstances.

- **Founded Report -** A Report that corresponds to the actual facts as determined through the verification process.
- **Unlawful Reporting -** A report that, based on the findings of the investigation phase, is deemed unfounded due to objective elements, and for which the verified circumstances suggest that it was submitted in bad faith or with gross negligence. Reports made with the awareness of abusing or misusing the Reporting procedure, e.g. Reports that are manifestly unfounded, opportunistic and/or made for the sole purpose of harming the Reported Person or other persons mentioned in the Report (employees, members of corporate bodies, suppliers, partners, etc.) are to be considered as submitted in bad faith/gross negligence (and therefore subject to disciplinary or other applicable liability proceedings).
- **Unsubstantiated Report -** A Report that lacks sufficient detail to enable, in practice and on the basis of the available investigative tools, verification of the validity of the reported facts.
- **Unfounded Report -** A Report that does not correspond to the actual facts as determined through the verification process.
- **Outdated Report -** A Report concerning facts that are already known and have been thoroughly verified, which does not add or allow for the addition of further elements or aspects beyond what is already known.
- **Ordinary Report** - A Reports that does not fall within the objective scope of Art. 1 of Italian Legislative Decree No. 24/23 such as, for instance, complaints, claims, or requests related to a personal interest of the Whistleblower. Anonymous Reporting also falls within the scope of Ordinary Reporting.
- **Anonymous Reporting** - A Report is considered anonymous when the identity of the Whistleblower is neither explicit nor uniquely identifiable.

If the information provided is deemed insufficient and/or the Report is not suitable to identify the Breach, the Whistleblowing Officer, in the forms provided for by the platform, may request the Whistleblower to supplement the Report.

The Whistleblower has 30 days to submit - if he or she wishes - the requested additions by the Whistleblowing Officer. After this period, the Whistleblower's case will be dismissed due to inability to proceed o lack of foundation.

The Whistleblowing Officer shall close and dismiss the case according to the provisions of the Whistleblowing Decree and Procedure, such as:

a) evident lack of foundation due to the absence of factual elements related to the Breaches;
b) Reports containing vague or generic descriptions of the alleged misconduct that prevent a clear understanding of the facts, or Reports accompanied by inappropriate or irrelevant documentation that does not allow for proper comprehension of the Report's content unless supplemented with the necessary additions by the Whistleblower;
c) submission of documentation alone without a Report concerning unlawful conduct.

In such a case, the Whistleblowing Officer, in accordance with the provisions of the Whistleblowing Decree, must provide the Whistleblower with a written explanation of the reasons for the dismissal of the Report.

If the Whistleblower considers the answer to be inadequate, he/she may provide additional elements, also indicating the reasons for deeming the answer insufficient.

During the investigation phase, the Whistleblowing Officer may, depending on the type of the Report, avail himself/herself of the support of internal functions or specialised external consultants, in compliance with the Confidentiality requirements laid down in the Whistleblowing Decree and Procedure, and may request clarifications and/or additions from the Whistleblower, who will have, at all times, the opportunity to provide further information if the facts reported are continued, interrupted or even aggravated.

If the Report relates to facts which - although concerning the Company - do not fall within the scope of the Whistleblowing Procedure (so-called "Non-relevant Reports", such as, by way of example but not limitedly, Reports concerning labour disputes and pre-litigation stages, discrimination among colleagues, complaints of a commercial nature), the Whistleblowing Officer shall forward the Report to the competent function of the Company for appropriate handling. This function shall be responsible for updating the Whistleblowing Officer on the outcomes of the verification activities.

Any Report submitted to a person other than the Whistleblowing Officer shall be promptly forwarded to the Whistleblowing Officer (within seven days), with simultaneous notification to the Whistleblower.

8.2 Internal investigation activities

In order to assess a Report, the Whistleblowing Officer may carry out the necessary internal investigations either directly or by appointing an internal or external party, subject to confidentiality obligations.

The platform allows the Whistleblowing Officer to create a registration file for each case, in which the information and documentation relating to each Report is stored.

The Whistleblowing Officer does not, however, possess investigative powers equivalent to those of judicial police officers and may act only in compliance with the law and in particular with privacy regulations.

8.3 Report Closure

The evidence gathered during internal investigations is analysed for:

- understanding the context of the reported facts,
- determine whether a Breach relevant under the Whistleblowing Procedure and/or Decree has actually occurred,
- identify disciplinary measures, or measures suitable to remedy the situation that has arisen and/or to prevent such a situation from recurring in the future.

In addition, where a Breach has been established, the Whistleblowing Officer may:

- notify the Head of the corporate function to which the perpetrator of the breach belongs of the outcome of the investigation, so that he/she may take the measures falling within his/her competence, including, if the conditions are met, the initiation of disciplinary proceedings;

- agree with the Board of Statutory Auditors involved in specific Reports - concerning matters *ex* Art. 2408 of the Italian Civil Code (shareholder complaints) - on any initiatives to be undertaken before the Report is closed;

- urge the Company to file a complaint with the competent judicial authorities in the cases provided for by law;

- agree, together with the corporate function involved in the Breach, on a possible action plan to address the removal of the identified control weaknesses, also ensuring the monitoring of its implementation;

- in the event of Reports found to have been made in bad faith and/or with purely defamatory intent, as confirmed by the unfounded nature of the Reports themselves, refer the matter to the competent Company departments to evaluate the opportunity to initiate disciplinary proceedings against the Whistleblower, in agreement with the other competent corporate functions.

8.4 Communication of results and reporting

The outcome of the activities related to the management of the received Reports, including the investigations carried out and any disciplinary measures adopted, shall be summarised in a report sent by the Whistleblowing Officer to the Board of Directors and to the Supervisory Body on a six-monthly basis in compliance with the confidentiality obligations set forth in the Whistleblowing Decree.

9. PROTECTIVE MEASURES

The Decree offers a number of protections to the Whistleblower and other persons who, due to their role in the Reporting process and/or their special relationship with the Whistleblower, may be the exposed to Retaliation.

The protection system envisaged includes:

- safeguarding the confidentiality of the Whistleblower, the Facilitator, the Person Involved and any persons mentioned in the Report;
- protection against any Retaliation taken by the organisation as a consequence of the Report.

The protective measures provided for in the Decree apply provided that the following conditions are met:

1. at the time of the Report, the Whistleblower is in good faith, with reasonable grounds to believe that the information disclosed is true and relevant under the Whistleblowing Decree;

2. the Report is submitted in accordance with the provisions of the Whistleblowing Decree.

9.1. Prohibition of Retaliation

The Decree provides, for the protection of the Whistleblower, for the prohibition of Retaliation, defined as "any conduct, act or omission, even if only attempted or threatened, put in place by reason of the Report, the report to the judicial authority or public disclosure, and which causes or may cause the Whistleblower or the person making the report, directly or indirectly, unjust damage".

This is therefore a broad definition of the concept of Retaliation, which can consist of both acts or measures, as well as conduct or omissions occurring in the employment context and causing prejudice to the protected persons. Retaliation can also be 'merely attempted or threatened'.

No form of retaliation - whether direct or indirect - will be tolerated against the Whistleblower, the Facilitators, or any Persons Involved or individuals mentioned, directly or indirectly, in the Report.

Specifically, Italian Legislative Decree 24/2023 identifies the following actions as forms of retaliation when carried out in connection with a Report, by way of example and without limitation:

- dismissal, suspension or equivalent measures;
- downgrading or non-promotion;
- reassignment of duties, relocation, salary reduction, modification of working hours;
- suspension of training or any restriction on access to training opportunities;
- negative performance reviews or unfavourable references;
- disciplinary measures or any other sanction, including financial penalties;
- coercion, intimidation, harassment or social exclusion;
- discrimination or any form of unfair treatment;
- failure to convert a fixed-term employment contract into a permanent contract, where the employee had a legitimate expectation of such conversion;
- non-renewal or early termination of a fixed-term employment contract;
- damage, including to a person's reputation, in particular on social media, or economic or financial harm, including loss of income and business opportunities;
- blacklisting under formal or informal sector or industry agreement, resulting in the inability to secure future employment in the sector or industry;
- early termination or cancellation of a contract for the supply of goods or services;
- revocation of a licence or permit;
- referral for psychiatric or medical evaluation.

The envisaged protection in case of retaliation does not apply in the event that the Whistleblower is found - by a final or non-final first instance judgement - to be criminally liable for the offences of slander or defamation or civilly liable for having intentionally or negligently reported false information.

10. CONFIDENTIALITY OBLIGATION

All Company staff involved in any capacity in the management of Reports are required to ensure strict confidentiality on the existence and content of the Report, as well as on the identity of the Whistleblowers (where disclosed) and any Reported persons.

Any communication concerning the existence and content of the Report, as well as the identity of the Whistleblowers (where disclosed) and Reported persons, must strictly follow the "*need to know*" principle.

To this end, the Whistleblowing Officer shall record in the dedicated Register of Authorised Persons the list of persons to whom it was necessary to provide information regarding each Report, along with the details shared (e.g. existence and/or content of the Report, identity of the Whistleblower and/or Reported Person, outcome of the investigations carried out).

10.1. Protection of Whistleblowers and other individuals

Only the Whistleblowing Officer may have knowledge of the Whistleblower's identity and this information may not be disclosed to any third parties without the Whistleblower's express consent.

The Decree, with a view to extending the system of protections as far as possible, recognised that confidentiality should also be guaranteed to persons other than the Whistleblower. Specifically:

- to the Reported Person;
- to the Facilitator, both with regard to his/her identity and to the activity in which the assistance takes place;
- individuals other than the Reported Person, who are nonetheless mentioned in the Report (e.g. persons identified as witnesses).

10.1 Protection of the Reported Person

As a measure to safeguard the Reported Person, the submission of a Report alone is not sufficient to initiate disciplinary proceedings against him/her. An appropriate investigation must be conducted in accordance with the Whistleblowing Procedure.

Moreover, to safeguard the Reported Person, the disciplinary system provides for sanctions against individuals who submit Reports that prove to be unfounded due to wilful misconduct or gross negligence.

The Company requires everyone to cooperate in maintaining a corporate environment based on mutual respect and prohibits any behaviour that may harm the dignity, honour and reputation of others. The duty of confidentiality outlined in the Whistleblowing Procedure extends to the Reported Person as well.

The Reported Person shall not be subject to disciplinary sanctions in the absence of objective evidence of the reported Breach, i.e. without the breach having been investigated and the relevant allegations having been contested in accordance with the procedures laid down by law and/or by contract.

The Reported Person is not entitled to obtain the name of the Whistleblower, except in cases expressly provided for by law.

The Whistleblowing Officer shall not provide any information to the Reported Person. Information may be disclosed to the Reported Person only if, following the investigation, a formal measure is initiated against him/her.

The Reported Person may not exercise the rights set out in Articles 15-22 of the (EU) Regulation 2016/679 (GDPR) if doing so would result in actual and concrete prejudice to the confidentiality of the Whistleblower.

Further protective measures for the Reported Person remain unaffected, including any actions and rights granted under applicable law.

10.2 Exclusion of Confidentiality

The duty of confidentiality does not apply in the following cases:

a) when the disclosure of the Whistleblower's identity is a necessary and proportionate obligation imposed by Union or national law, in the context of investigations by national authorities or judicial proceedings, including for the purpose of safeguarding the Reported Person's rights of defence. To this end, the Reported Person must be promptly notified by the Whistleblowing Officer of any Unfounded Report submitted in bad faith or through gross negligence, in order to assess whether to exercise any rights against the Whistleblower. This in order to allow the Reported Person to file a complaint- if applicable, even against unknown persons - for offences such as slander, defamation or any other offence that may be ascertained in the specific case. It also take into account the possibility for the Reported Person to appoint a legal counsel to carry out "preliminary defensive investigations" (pursuant to arts. 327 bis and 391 nonies of the Italian Code of Criminal Procedure, which may assist a person unjustly charged with a crime to identify the individual who submitted an Anonymous Report against him/her);

b) where there is a legal obligation to disclose the name of the Whistleblower to the judicial or police authorities;

c) in the event of a voluntary written waiver of confidentiality by the Whistleblower at any time;

d) where knowledge of the Whistleblower's identity is indispensable for the defence of the accused, and only with the Whistleblowe's express consent to the disclosure of his/her identity.

In any case, the Whistleblower must be informed in writing by the Whistleblowing Officer of the reasons for the disclosure of confidential data before his/her identity is disclosed, unless such notification would prejudice the relevant investigation or judicial proceedings.

The Whistleblowing Officer and any other person involved in the receipt and handling of a Report must also protect the identity of the Persons Involved and any other persons mentioned in the Report until the conclusion of the proceedings initiated on account of the Report, in compliance with the same confidentiality safeguards granted to the Whistleblower.

11. WHISTLEBLOWING RECORDS

All documentation relating to the Reports, as well as any material produced during investigations, must be securely stored in compliance with the Company's applicable regulations on the classification and handling of information, ensuring the highest standards of security and Confidentiality. This documentation must be accessible only to the Whistleblowing Officer and personnel authorised by him/her.

The Whistleblowing Officer is responsible for maintaining and updating the register of authorised persons, which contains the list of individuals who, based on the "need to know" principle, are authorized, from time to time, to be informed of the existence and/or content of a Report and the identity of the Reported Persons, as well as, where permitted by law, of the Whistleblowers.

12. Disciplinary sanctions and other measures

Where the relevant conditions are met, the Company shall impose disciplinary sanctions on its employees in the following cases:

- against those responsible for any act of retaliation, discrimination, or other form of illegitimate harm, direct or indirect, towards the Whistleblower (or any individual who has assisted in establishing the facts underlying a Report), for reasons directly or indirectly related to the Report;
- against the Reported Person, where liability has been established;
- against anyone who violates the duty of confidentiality as set out in the Whistleblowing Procedure;
- against employees who, as provided by law, have submitted an Unfounded Report in bad faith or through gross negligence.

Disciplinary measures shall be proportionate to the nature and seriousness of the misconduct ascertained and may, in the most serious cases, result in termination of employment.

With regard to third parties (e.g. partners, suppliers, consultants, agents), legal remedies and actions shall apply, in addition to contractual clauses requiring compliance with the Company's Code of Ethics and Model 231.

By way of example and without limitation, the following conduct may be subject to disciplinary sanctions, provided that the relevant facts are substantiated:

- acts of retaliation in connection with Reports;

- obstruction or attempted obstruction of the submission o a Report;

- breach of the duty of confidentiality as provided in the Whistleblowing Procedure and the Whistleblowing Decree;

- failure to verify and analyse Reports received.

Disciplinary sanctions may also be imposed on the Whistleblower when (outside the specific cases provided for in the Whistleblowing Decree) the following is established:

(i) criminal liability, even by first-instance judgement, for the offences of defamation or slander, or for the same offences committed through a report to judicial or accounting authorities;

(ii) civil liability, for the same reason, in cases of wilful misconduct or gross negligence (pursuant to the Whistleblowing Decree, fines ranging from EUR 500 to EUR 2,500 may be imposed by ANAC - Italian National Anti-Corruption Authority).

13. INFORMATION AND TRAINING

Information on the Whistleblowing Procedure is made accessible to all and available on the corporate intranet.

Information on the Whistleblowing Procedure is also made available when an employee is hired and when leaving.

The persons responsible for the collection and handling of Reports under the Whistleblowing Procedure have been specifically trained, including on concrete cases, in whistleblowing-related matters.

Training on whistleblowing is also included in the Company's staff training plans.

Communication, information and training activities:

i) represent an essential component for the effective implementation of the Whistleblowing organisational model;
ii) serve as evidence of the company's genuine commitment to actively preventing misconduct subject to whistleblowing;
iii) encourage individuals to cooperate in achieving the shared goal of legality.

14. CONDITIONS FOR USING THE EXTERNAL REPORTING CHANNEL

The Whistleblower may submit an External Report through the channel established and accessible via the ANAC (Italian Anti-Corruption Authority) website in relation to the following violations:

1. misconduct falling within the scope of European Union or national legislation in the following areas:
2. 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 and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection (to be understood as privacy breaches) and network and information system security;
3. acts or omissions affecting the financial interests of the European Union (as per Article 325 of the Treaty on the Functioning of the European Union);
4. acts or omissions relating to the internal market (as per Article 26(2) of the Treaty on the Functioning of the European Union), including breaches of EU rules on competition and State aid, as well as violations of internal market rules related to corporate tax legislation or mechanisms aimed at obtaining a tax advantage that frustrates the purpose or objective of the applicable tax regulations;
5. acts or conduct that frustrate the objective or purpose of the provisions set out in European legislation in the areas listed above.

It should be noted that recourse to the External reporting channel set up at ANAC can only take place if:

- the Internal Reporting channel indicated in the Whistleblowing Procedure is not active;

- the Whistleblower has already submitted a Report through the channel indicated in the Whistleblowing Procedure and it has not been followed up;

- the Whistleblower has reasonable grounds to believe that, if he/she should submit an Internal Report through the Whistleblowing Reporting channel, the Report would not be properly followed up or could result in a risk of retaliation;

- the Whistleblower has reasonable grounds to believe that the breach to be reported may pose an imminent or manifest threat to the public interest.

For use of the External reporting channel or public disclosure, please refer to the guidelines and to the official ANAC website: https://www.anticorruzione.it/-/whistleblowing.

15. PROCESSING OF PERSONAL DATA

Personal data (including any data belonging to special categories, such as racial and ethnic origin, religious and philosophical beliefs, political opinions, membership of political parties or trade unions, as well as personal data disclosing health state and sexual orientation, data relating to any offences or criminal convictions) of Whistleblowers and of other persons who may be involved, acquired in connection with the handling of Whistleblowing Reports, shall be processed for the purpose of fulfilling the obligations imposed by the applicable legislation on Whistleblowing, within the limits and with the guarantees provided for by such legislation, in full compliance with the provisions of the applicable data protection regulations.

The processing of personal data shall be carried out by the Receiving Body solely for the purpose of applying this procedure.

A suitable information notice on personal data processing will be made available by Rosetti Marino S.p.A. to data subjects through posting at the offices of the Group Companies and publication on their websites (refer to ATTACHMENT A – Information Notice pursuant to Article 13 of Regulation (EU) 2016/679 – GDPR).

In accordance with the principles of "*privacy by design*" and "*privacy by default*", Rosetti has designed and implemented confidential channels to receive Reports and handles them in a secure manner, to ensure the anonymity of the Whistleblower or the confidentiality of his or her identity and that of any third parties involved (except for necessary and proportionate obligations in the context of investigations by competent authorities or judicial proceedings).

The processing of personal data will be limited to what is strictly necessary and proportionate to ensure the proper handling of the Report, and in any case not beyond the time limit laid down by the applicable legislation.

The data processing operations will be entrusted, under the supervision of the Receiving Body, to duly authorised employees who have been instructed and specifically trained in carrying out whistleblowing procedures, with particular regard to security measures and the protection of the confidentiality of the persons involved and of the information contained in the Reports, or to external specialists, in which case appropriate contractual safeguards shall be adopted.

The personal data contained in the Reports may be communicated by the Whistleblowing Officer to the corporate bodies and internal functions that may be competent from time to time, as well as to the Judicial Authority and/or any other competent authority, or to duly authorised third parties, for the purpose of activating the procedures necessary to guarantee, as a consequence of the Report, appropriate judicial and/or disciplinary protection against the Reported Person(s), where the facts initially reported are found to be substantiated based on the evidence gathered and the investigations conducted.

Data subjects' rights under applicable data protection legislation may be restricted where necessary to ensure full compliance with applicable whistleblowing legislation and to protect the confidentiality of both the Reports and the persons concerned.

16. DISSEMINATION AND UPDATING

The Whistleblowing Procedure is made available to all Company personnel, published in the dedicated section of the corporate Intranet in accordance with Article 5, paragraph 1, letter e) of Italian Legislative Decree No. 24/2023.
The Procedure is subject to periodic review and updating to ensure its adequacy and effective implementation.

The Whistleblowing Procedure is updated periodically in the following cases:

- internal and organizational changes relating to the management of the various phases of the Report and the parties involved;
- structural, organizational, or dimensional changes within the Company that warrant a revision of the Procedure to establish a more suitable and effective whistleblowing system in light of the changes that have occurred;
- legislative interventions in this area that amend the previous legislation.

In any case, any new legislative provisions on whistleblowing shall be deemed incorporated herein, as shall any other applicable provisions in force under the relevant legislation.

For all matters not expressly covered by the Whistleblowing Procedure, reference shall be made to the applicable legislation.

The Company organizes and delivers whistleblowing training sessions—at least upon substantial amendments to the Procedure or on a periodic basis—targeted at employees, collaborators, and individuals holding roles in administration, management, control, supervision, or representation within the Company.

ATTACHMENT A - WHISTLEBLOWING INFORMATION NOTICE (Art. 13 GDPR 2016/679)
ATTACHMENT B - WHISTLEBLOWING REPORTING FORM

ATTACHMENT A - WHISTLEBLOWING INFORMATION NOTICE (Art.13 GDPR 2016/679)

Rosetti Marino SpA, in relation to its obligations regarding Whistleblowing (It. Legislative Decree No. 24/2023), in its capacity as Data Controller, provides the individuals who intend to report conduct in violation of laws and regulations with the necessary information on the processing of personal data carried out in the management of Whistleblowing Reports, pursuant to European Regulation 679/2016 (hereinafter referred to as the Regulation or "GDPR") and applicable national laws on data protection.

1. IDENTITY AND CONTACT DETAILS OF THE DATA CONTROLLER

The Data Controller for personal data processing is Rosetti Marino SpA, Via Trieste 230, 48122 Ravenna, email: privacy@rosetti.it, recipient of Whistleblowing Reports.

2. PERSONAL DATA PROCESSED

The Data Controller shall process personal data relating to the whistleblower, the reported person(s), and any persons involved and/or connected to the facts subject to the Report exclusively for the purpose of managing Reports, in accordance with the principles of fairness, lawfulness, and transparency, while safeguarding confidentiality pursuant to Whistleblowing legislation.
Specifically, the personal data processed shall include common data such as name and surname, address, telephone number, email address, tax code, information regarding the professional role held within the Company, and any other information contained in the Report. In certain cases, where necessary, data belonging to special categories under Article 9 of the GDPR (e.g., data revealing religious beliefs, trade union membership, health status, political opinions, etc.) or data relating to criminal convictions under Article 10 of the GDPR may also be processed, for reasons of substantial public interest pursuant to the Whistleblowing Decree and within the limits permitted by applicable legislation.

3. PURPOSES AND LEGAL BASIS FOR DATA PROCESSING

Personal data shall be processed exclusively, as provided by It. Legislative Decree No. 24/2023, for the following purposes:

- handling of the Report by the Whistleblowing Committee;
- submission of any requests regarding the Report for further investigation;
- verification on the validity of the Report and management of the investigation;
- adoption of consequential measures, including disciplinary measures.

The legal basis for processing common data is the fulfilment of legal obligations to which the Data Controller is subject, pursuant to It. Legislative Decree 24/2023 (Article 6 (1)(c) of the GDPR).
With regard to the processing of special categories of data under Article 9 of the GDPR, the processing is necessary for reasons of substantial public interest based on European Union or Member State laws (Article 9 (2)(g) of the GDPR).
The processing of judicial data, where necessary for the management of received Reports, is lawful pursuant to Article 10 of the GDPR.

4. DATA RETENTION PERIOD

Personal data shall be retained only for the time necessary to fulfil the purposes for which it was collected in connection with the management of the Report, in compliance with the data minimization principle under Article 5(1)(c) of the GDPR, and in any case no longer than five years from the date of communication of the final outcome of the reporting procedure.

It is understood that personal data that is clearly not relevant to the processing of a specific Report will not be collected or, if collected accidentally, will be immediately deleted.

5. DATA PROVISION REQUIREMENT

Providing personal data is optional, and Reports may also be submitted anonymously. Failure to provide personal data will not result in any consequences for the Whistleblower; however, it may hinder the investigation process and affect the ability to properly follow up on the report and fulfil the obligations associated with managing the whistleblowing procedure.

6. DATA DISCLOSURE AND PERSONS AUTHORIZED TO PROCESS PERSONAL DATA

Personal data received in connection with Whistleblowing Reports shall be processed exclusively by individuals authorized to receive or follow up on Reports, as outlined in this Whistleblowing Procedure published on the Company's website, or by third parties providing services necessary to fulfil the purposes described in section 3, who have been formally authorized or appointed as data processors, depending on whether they are internal or external to the organisational structure of the Company receiving the Report.
Specifically, the following entities may access the data:

- the company that manages the Whistleblowing Platform, appointed as Data Processor;
- Public Authorities and other entities fulfilling legal obligations (e.g. Judicial Authorities, Court of Auditors, ANAC), acting as independent Data Controllers.

An updated list of external processors appointed by the Data Controller may be requested at any time.
Under no circumstances will personal data be disseminated or subjected to fully automated decision-making processes.

7. TRANSFER OF DATA TO NON-EU COUNTRIES Personal data shall not be transferred to countries outside the European Union.

8. DATA SUBJECTS RIGHTS

The data subject, in the persons of the Whistleblower or Facilitator, may exercise, where applicable, the rights provided for in articles 15 to 22 of the GDPR 679/2016, such as:

- right of access to personal data concerning himself/herself and to specific information (e.g. purpose of processing, categories of data being processed, recipients to whom the data will be disclosed);
- the right to obtain rectification of inaccurate data and deletion of data under certain conditions (e.g. personal data no longer necessary for the purposes for which they were collected, if the data subject withdraws consent or the data must be deleted due to a legal obligation);
- right to obtain the restriction of processing in certain cases (e.g. if the data subject disputes the accuracy of personal data, for the period necessary for the data controller to verify the accuracy of such personal data); the data subject also has the right to lodge a complaint, pursuant to Art. 77 of the GDPR 679/2016, to the competent supervisory authority in the Member State where he or she normally resides or works or in the State where the alleged breach occurred.

The aforementioned rights may not be exercised by the person involved or by the person mentioned in the Report, if the exercise of such rights would result in actual and concrete prejudice to the confidentiality of the whistleblower's identity, pursuant to Article 2 - *undecies* of the Italian Privacy Code (It. Legislative Decree no. 196 of 30 June 2003).

ATTACHMENT B - WHISTLEBLOWING REPORTING FORM

The Whistleblowing Reporting Form, to be used exclusively for Reports sent by post, consists of two parts:

Part I - Whistleblower's Data

Part II - Reporting a breach

Each of the two parts must be placed in a sealed envelope and both envelopes must then be placed in a larger, sealed third envelope. This should be sent to the registered office of Rosetti Marino SpA, the intended recipient of the Report, indicating the following on the outside: *"TO THE BODY RESPONSIBLE FOR WHISTLEBLOWING REPORTS: WHISTLEBLOWING COMMITTEE - CONFIDENTIAL*

PART I - WHISTLEBLOWER'S DATA

Whistleblower's name	
Whistleblower's surname	
Tax code	
Current assigned department	
Place of Work	
Title at the time of the reported event	
Department assigned at the time of the reported event	
Telephone no.	
Email	

Date

____

Signature

____

The Whistleblower is aware of the civil and criminal liabilities and consequences provided for in the event of false statements and/or the production of false documents, also pursuant to Article 76 of It. Presidential Decree 445/2000.

Please enclose a copy of an ID document with this form.

PART II – REPORTING A BREACH

Work Site where the incident occurred	
Date/Period in which the the incident occurred	
Place where the incident occurred	
Individual(s) who committed the act (Name, Surname, and Title)	
Other persons involved (Name, Surname, and Title)	
Method by which the whistleblower became aware of the event:	
Any other individuals who are aware of the incident and/or able to provide information about it (Name, Surname, title if known, or any other identifying details)	
The following supporting documents are attached to the report	

Description of the incident:

Please specify, if possible, which national or EU legal provisions are considered to have been breached	

Date

Signature

The whistleblower is aware of the civil and criminal liabilities and consequences provided for in the event of false statements and/or the production of false documents, also pursuant to Article 76 of It. Presidential Decree 445/2000.

Please attach to this form any supporting documentation related to the report.