



PIACENZA GROUP

Organisational Model

D.Lgs 231/01

- Procedure –

Protection of persons who report violations of the European Union Directive and violations of the provisions of national law of which they have become aware in the workplace (“Whistleblowing”)

D.Lgs 24/2023



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1. Premise

The PIACENZA S.p.A. Group has defined a formal procedure on the subject of Whistleblowing which is a fundamental measure for the prevention, management and resolution (as far as possible) of unlawful facts and actions, of corruption and non-transparency regarding our organisation.

This procedure has been extended to the member companies of the Group which are in the conditions mentioned in D.Lgs 24/2023 and which has been adopted by the member companies.

The procedure integrates the general part of the Organisational Models of the companies in question.

Legislative Decree no. 24 of 10 March 2023 provides for and safeguards “the protection of people who report violations of the European Union Directive and contains provisions regarding the protection of persons who report violations of national legislation”. The Decree is aimed at increasing the protection of the Whistleblower who communicates information on violations observed in his or her workplace. The legislation protects not only individuals working within the reference organisation, but also external Whistleblowers and, for this reason, the reporting channel is by definition “open”.

PIACENZA Group tasks itself with incentivising the collaboration of workers to facilitate the discovery of behaviours, actions or omissions which are damaging to the public interest, or the rights of the individual or the Company. This procedure, an Annex to the General Part of the Organisational Models of the companies involved, regulates:

- subject, content and methods for sending a report
- reception and management of reports by the Recipients
- protection of the Whistleblower.

The objective of this procedure is to provide operative indications for the process of reception, analysis and treatment of reports sent.

2. Definitions

- ANAC: Autorità Nazionale Anti-Corruzione (National Anti-Corruption Authority)
- unlawful acts: pursuant to Art. 2 of Legislative Decree 24/2023, relevant violations are defined as being:
 - 1) unlawful administrative, accounting, civil or penal acts which are not included in numbers 3), 4) , 5) , 6);
 - 2) unlawful conducts pursuant to Legislative Decree 231 of 8 June 2001, or violations of the Organisational and Management models provided for therein which are not included in numbers 3), 4), 5), 6);
 - 3) unlawful acts which fall within the scope of the implementing acts of the European Union or national legislation indicated in the Annex to D.Lgs 24/2023 with reference to the EU Directive 2019/1937 relating to the following sectors: public procurement, services, products and financial



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markets and prevention of money-laundering and funding of terrorism; safety and conformity of products; transport safety; environmental protection; radiation protection and nuclear safety; food and fodder safety and animal welfare; public health; consumer protection; protection of privacy and protection of personal data and security of networks and information systems;

4) actions or omissions which harm the financial interests of the European Union pursuant to Art. 325 of TFEU

5) actions or omissions relating to the internal market pursuant to Art. 26, Clause 2 of TFEU

6) actions or behaviours which frustrate the objectives or purpose of the provisions in European Union legislation in the sectors indicated in numbers 3), 4), 5).

- Recipient: a natural person responsible for the reception and management of reports from the communication channel;
- Retaliation: any behaviour, action or omission, even attempted or threatened, carried out as a result of the report, of the complaint to the judicial or financial authorities or the public disclosure which causes or could cause direct or indirect unjust damage to the Whistleblower;
- Reporting: written or oral communication of information by the Whistleblower on the violations;
- Anonymous reporting: reporting carried out without indicating the identity of the Whistleblower
- Whistleblower: a natural person who makes the report or the public disclosure of information relating to the violations carried out in the interest of the organisation;
- Public disclosure or publicly disclosing: putting information in the public domain relating to violations by means of the press, electronic means, or in any case means which could reach a high number of people;
- Person involved: the natural or legal person mentioned in the internal or external report, in some way implicated in the violation reported or publicly disclosed.

3. Reference legislative framework

The reference regulations relating to Whistleblowing are numerous:

- With reference to the provisions on money-laundering, on 4 July 2017, D.Lgs 25 May 2017 no. 90 entered into force which amends and completely rewrites, rather than enacting, the contents of D.Lgs 21 November 2007, no. 231.
- Art. 48 of Chapter VII (reporting of violations) of the new D.Lgs 21 November 2007, no. 231 provides for the introduction of a reporting system of potential or effective violations in the provisions established for the prevention of money-laundering and funding of terrorism (so-called Whistleblowing). Such legislative provisions aim at defining the minimum requirements necessary for the preparation of systems aimed at permitting staff members to report actions or facts which may constitute a violation of laws regulating the fight against money-laundering and funding of terrorism, while simultaneously ensuring the confidentiality and protection of the personal data of the Whistleblower and the Reported Person.



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● On 23 October 2019 the EU Directive 2019/1937 was approved by the European Parliament and Council (hereinafter “EU Directive 2019/1937”), regarding the protection of persons who report breaches of European Union law which integrates reports not only of criminal offences, but numerous community offences in the field of: (i) public procurement; (ii) services, products and financial markets; (iii) the prevention of money-laundering and funding of terrorism; (iv) safety of products and foodstuffs; (v) transport safety; (vi) public and environmental health; (vii) consumer protection; (viii) data protection; as well as (ix) violations which damage the financial interests of the European Union and finally, (x) antitrust violations. The Directive must be integrated into the regulatory legislative system – by means of the adoption of implementation provisions – by the Italian legislature.

4. Scope of application

4.1 Subjects of Whistleblowing protection: who may make a report and who enjoys protection measures

This procedure applies to reports, complaints or public disclosures made by the following persons who, in the work context, have become aware of violations:

- a) employees of the Company with permanent or fixed-term contracts, herein included are also seconded workers;
- b) employees and collaborators in any capacity of companies entrusted with work, services and supply by the Agency also outside of D. Lgs. no. 36/2023 (so-called Public Contracts Code);
- c) self-employed workers who carry out their work at the Company premises;
- d) partners, freelancers and consultants who carry out their work at the Company premises;
- e) volunteers, apprentices, interns (paid and unpaid) who carry out their work at the Company premises;
- f) persons with administrative, managerial, controlling, supervision or representative functions, even if such functions are carried out in a merely factual manner at public sector premises.

Protection, also from the point of view of confidentiality, is provided for persons other than the Whistleblower who may be subjected to direct or indirect retaliation due to the role assumed during the reporting process; these persons may be:

- a) the facilitator (if present): a natural person who assists in reporting during the reporting process, operating in the same work context and whose assistance must remain confidential;
- b) persons linked to the Whistleblower by a stable emotional or family relationship within the fourth degree and who work in the same context as the Whistleblower;
- c) work colleagues of the Whistleblower, complainant or the person publicly disclosing who work in the same context and who have a habitual and ongoing relationship with said Whistleblower.

4.2 Subjects of reporting; violations that may be reported



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- a) The information regarding the violation of specific national and European Union legislation is the subject of the report, with particular reference to information regarding violations which harm the public interest or the image of the Company.
- b) Information may relate to either violations committed or those not yet committed which could reasonably be committed based on concrete evidence.
- c) The subject of the report, disclosure or complaint may also be such elements with regard to actions aimed at concealing the violations themselves.
- d) Violations for which it is possible to file a report are typified by Legislative Decree 30 October 2024 24/2023.
- e) Information on violations must relate to behaviours, actions or omissions of which the Whistleblower has become aware in the work context.

The following are not subject to reporting:

- a) disputes, claims or requests connected to a personal interest of the Whistleblower or of the person who made the complaint to the financial or judiciary authorities that relate to employment or public employment relationships;
- b) reports of violations already mandatorily disciplined under the European Union or national acts in Part II of the Annex to D.Lgs 24/2023 or in Part II of the Annex to the EU Directive 2019/1937;
- c) reports of violations relating to national security and procurement regarding aspects of defence or security, unless such aspects are covered by the relevant secondary EU legislation.

For the purposes of reporting, it is sufficient that the person filing the report be reasonably convinced, based on his or her knowledge, and not necessarily certain, of the effective occurrence of the facts reported and the perpetrator of such facts.

In every case, reporting shall be detailed and contain as much information as possible with the objective of permitting the competent bodies to carry out the necessary checks. The following must be clear:

- the circumstances of time and place in which the reported fact occurred;
- the description of the fact;
- personal details or other factors which permit the identification of the subject to whom the reported facts may be attributed;
- for the sake of completeness, it is useful to supplement the report with documents which could supply evidence of the facts reported.

5. Designation of Recipients

In accordance with the provisions of legislation, the Company in question shall designate a Report Recipient, who has the following tasks:



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- ensuring the correct functioning of the procedures;
- examining and evaluating the reports;
- writing an annual report on the correct functioning of the internal Report System, containing aggregated information on the results of the activities carried out following the reports received. Said report shall be submitted to the Board of Directors and be subsequently made available to the Staff.

In the event a Report Recipient be the alleged perpetrator of the violation, or have a potential interest related to the report in such a way as to compromise the impartiality of the judgement, the actions involved in receiving, examining and evaluating the report shall be designated to another manager of the internal reporting system.

6. Reporting methods

Reports must be transmitted as priority through the internal channel available in the Company or, if the conditions provided for under current law exist, through the external channel managed by ANAC, public disclosure or as a complaint to the judiciary or financial authorities.

The internal channel for making reports consists of a portal which may be accessed by means of a link on the website.

The portal permits a report to be made both in written and oral form and is managed by the formally designated Recipients, namely the competent Companies to receive and manage reports of relevance.

The reporting channels may be managed internally by a person or a service designated for such purpose or made available by external third parties and must include:

- a) channels for the reception of reports which are designed, implemented and managed in a secure manner in order to guarantee the confidentiality of the identity of the Whistleblower and the protection of possible third parties mentioned in the report, and to prevent access by non-authorized members of Staff;
- b) acknowledgement of receipt of a report to the person making it with 7 days from said receipt;
- c) the designation of an impartial person or service to follow up the report who or which could be the same person or the same service as received the report and will maintain communication with the Whistleblower and, if necessary, will request further information and provide feedback on the same;
- d) diligent follow-up by the designated person or service mentioned in c);
- e) diligent follow-up, if provided for under national law, relating to anonymous reports;
- f) a reasonable time-limit for providing an outcome, which shall be no longer than 3 months from the date of acknowledgement of receipt, or, if no such acknowledgement has been sent to the Whistleblower, 3 months since the expiry of a 7-day period from the date of the report itself;
- g) provision of clear and easily-accessible information on the procedures for filing external reports to the competent authorities according to Art. 10 and where, if applicable, to institutions, bodies or organs of the European Union.



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The channels provided for in Paragraph 1 a) permit reports to be made in written or oral form. Oral reports may be made by telephone or other systems of voice messaging, and, upon request of the Whistleblower, by means of a direct meeting within a reasonable time-limit.

In relation to Whistleblowing taking place by means of an IT platform, the portal, which is separately accessible for the individual Companies, shall ensure adequate security standards, taking into account the indications given by ANAC.

7. Report contents

For the purposes of reporting, the Whistleblower is required to use the platform made available by the Company.

In the context of the report, whether written or spoken, the Whistleblower must, wherever possible, give information useful for the reconstruction of the fact and to enable ascertainment of the veracity of what is reported.

Written reports must contain the following:

- as detailed and complete a description as possible of the subject of the report;
- place and date/period in which the fact reported occurred;
- how the Whistleblower was involved in the facts;
- if the Whistleblower is in possession of evidence of the report: if yes, he or she may attach a file in a commonly-used format (for example, but not limited to: pdf, txt, doc, xlsx, jpg, png, wav, flaac, mp4, json);
- whether the Whistleblower has ever reported the same facts to another organisation, (e.g., ANAC), or to the media;
- what result the Whistleblower would like to achieve by their report.

Furthermore, the Whistleblower may at any time communicate with the Report Recipient and exchange further attachments using the “Comments” box.

8. Management of the internal reporting channel

The persons responsible for the receipt and management of reports must carry out the following steps:

- a) issuing the Whistleblower with an acknowledgement of receipt within 7 days of the receipt date (N.B. the IT system receives the report automatically, therefore, it is advisable to check the portal at least once a week in order not to exceed the prescribed time-limits);
- b) maintaining a dialogue with the Whistleblower and request said person, if necessary, to provide further details;
- c) providing feedback on the report within 90 days (3 months) of the receipt date of the same;



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d) making available clear information on the channel relating to the procedures and its prerequisites for filing internal and external reports. Such information must be easily accessible for all potentially interested parties (notice boards, Company intranet, Company website).

9. External Whistleblowing to the internal Supervisory Body (external Whistleblowing)

Reports may be sent directly to the National Anti-Corruption Authority (ANAC) in compliance with the defined operating regulations. In this way, you may directly report violations of the applicable regulations of which you have become aware during the course of your work.

Such reports are permitted only in the event that the internal channel is not yet installed or in the event of the lack of a response or failure to function.

10. Evaluation procedure for internal reports

10.1 Formal evaluation

The Report Recipient shall firstly formally evaluate the admissibility of the report itself according to the provisions of the Procedure, as well as through subsequent contacts with the Whistleblower aimed at obtaining further information if necessary.

Given the above, the Report Recipient shall communicate the outcome of the report to the Whistleblower within 90 days (using the same method as that used to make the report)

10.2 Evaluation of the substance

The evaluation shall take place in compliance with the principles of impartiality and confidentiality, of personal dignity, legislation in terms of data protection, employment law and the contractual discipline of the sector.

The evaluation regarding the merits of the report shall be carried out by the same Report Recipient and takes the form of ascertainment of the facts reported therein, using every appropriate action and the possible involvement of other competent company functions, of the Whistleblower or the person reported.

In the event the report is deemed to be unfounded, the Whistleblower shall not be the subject of any disciplinary action except in cases of defamatory conduct in which case an assessment shall be carried out as to whether to initiate disciplinary procedures against the Whistleblower, delegating subsequent phases to the Board of Directors.

The Reported Person has the right to be informed of the existence of a personal procedure against them and – except in cases in which the report is unfounded – is invited to give their own version of the events reported within 7 days of the communication.

The Reported Person may furthermore be invited by the Report Recipient to meet the Whistleblower face to face in order to contribute to the analysis of the case and provide factors deemed appropriate and necessary.



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Except in cases of extreme relevance it is unlikely that during the investigations a direct meeting between the Whistleblower and the Reported Person take place (even if the Whistleblower gives their consent to revealing their identity).

10.3 Conclusion of the evaluation process

Once all the necessary elements have been collected and the evaluation has been concluded, the Report Recipient shall prepare a report containing at the minimum the following points:

- summary of the investigation process and evidence collected;
- statement of the conclusions (well-foundedness and relevance or unfoundedness and/or irrelevance of the report);
- recommendations (where applicable) aimed at reducing the risk of repetition of such types of violations in the future.

In the event that the violations reported are ascertained, the Board of Directors shall evaluate the potential adoption of decisional and disciplinary measures within their respective competence.

In the event that the Whistleblower is jointly responsible for the violation reported, a lesser treatment is provided for him or her in comparison to other jointly responsible persons, except in cases in which the Whistleblower's conduct is of particular and critical gravity.

If the subject of the report is a Report Recipient (whether there be only one or he/she be part of a group of Recipients), and the report made is deemed founded and relevant, the Board of Directors is called upon to replace said Report Recipient with immediate effect, until such time as the internal investigations lead to his/her permanent barring or the restoration of his/her role.

The process described thus far must be concluded in as short a time as possible, according to criteria which take into account the gravity of the violation, with the aim of preventing the continuation of the violations from causing further problems for the Company. In any case, the procedure must be concluded within 90 days of report receipt, except in exceptional and duly motivated cases in which the examination and evaluation may last up to 180 days.

The persons involved in the evaluation (Whistleblower, Reported Person and any witnesses) may request amendments, additions, updates and cancellation of the data collected when the personal data are no longer needed in relation to the purposes for which they were collected or otherwise processed

11. Forms of protection for the Whistleblower

11.1 Protection of confidentiality

Article 12 of Legislative Decree of 10 March 2023, no. 24 relating to obligation of confidentiality provides that:

- a) Reports may not be used for purposes other than necessary to adequately follow-up the same.
- b) The identity of the Whistleblower and any other information that can be deduced, directly or indirectly, from the report may not be disclosed without the express consent of the Whistleblower



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themselves, to persons other than the Report Recipient or other persons authorised to process such data under the provisions of Arts. 29, 32, Clause 4, EU Regulation 2016/679 and Art. 2-quaterdecies of the code relating to data protection pursuant to D.Lgs 30 June 2003, no. 196.

c) Within the framework of the disciplinary procedure, the identity of the Whistleblower may not be disclosed in cases where the challenge to the disciplinary charge is based on ascertainties which are separate from and go beyond the report, even if consequent to this. In the event the challenge is based, either in part or in whole, on the report and knowledge of the identity of the Whistleblower is indispensable for the defence of the person reported, the report may be used for the purposes of the disciplinary procedure only after express consent is given by the Whistleblower to disclose their identity.

d) The person involved may be heard upon request, also in paper form using written observations and documents.

e) The confidentiality of the Whistleblower is furthermore guaranteed in the context of the disciplinary procedure when the challenge to the Reported Person is based on separate ascertainties which go beyond the report itself.

Exceptions are made in the following cases:

a) Cases in which the Whistleblower may be held liable for slander and defamation pursuant to the provisions of the Penal Code or Art. 2043 of the Civil Code for an act that causes unjust damage to others (in this case the Company in question);

b) Cases in which anonymity is not enforceable in law;

c) Cases in which knowledge of the Whistleblower's identity is absolutely essential for the defence of the Reported Person in their challenge to the report, with prior consent on the part of the Whistleblower.

Violation of the obligation of confidentiality, including disclosure of information from which the identity of the Whistleblower may be deduced, is deemed a violation of this regulation and the cause of disciplinary liability, without prejudice to further forms of liability provided for in law.

11.2 Prohibition of retaliation

In accordance with this Procedure, members of Staff who file a report may not be sanctioned, dismissed or subjected to any discriminatory measure, direct or indirect, which affects their working conditions for reasons connected, even only indirectly, to the report. Art. 17 of D.Lgs of 10 March 202, no. 24 identifies retaliation as being any of the following:

a) dismissal, suspension or equivalent measures;

b) demotion or failure to promote;

c) change of duties, change of workplace, salary reduction, change of working hours;

d) suspension of training or any other restriction in access to the same;



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- e) negative assessments or negative references;
- f) adoption of disciplinary measures or other sanctions, including financial;
- g) coercion, intimidation, harassment or ostracism;
- h) discrimination or any type of unfavourable treatment;
- i) failure to convert a fixed-term contract into a permanent contract in cases in which the worker would have a legitimate expectation of said conversion;
- j) failure to renew or early termination of a fixed-term contract;
- k) damage, also to the person's reputation, in particular on social media, or economic or financial prejudice, including loss of economic opportunities and loss of income;
- l) inclusion in inappropriate lists on the basis of a formal or informal agreement in the sector or industry which may lead to the person finding it impossible to work in the sector or industry in the future;
- m) premature termination or annulment of a supplier contract for goods or services;
- n) revocation of a licence or permit;
- o) requesting psychiatric or medical examinations.

The adoption of retaliatory and discriminatory measures towards Whistleblowers may be reported to the National Labour Inspectorate for the provisions within its jurisdiction, both by the Whistleblower as well as the trades union organisation indicated by the Group itself.

The person who believes they have been subjected to discrimination must provide substantiated notice to the Report Recipient who, once the foundedness has been ascertained, shall report the case to the Board of Directors in order that necessary provisions be made to restore the situation and/or remedy the negative effects of the discrimination.

Any form of retaliation or discrimination which affects the working conditions of those who collaborate in activities carried out to verify the validity of the report is likewise prohibited.

12. Forms of protection for the Reported Person

In the course of the examination of the report as mentioned in Paragraph 5, the identity of the alleged perpetrator may not be disclosed to persons other than those necessarily involved in the procedure of reporting and examination themselves. Report Recipients or those persons involved in the management of the report are required to protect the confidentiality of such information.

After the examination of the report procedure is concluded, the Report Recipient, in the evaluation of the appropriateness of determinate provisions, may adopt further measures to protect the confidentiality of the Reported Person.



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Violation of the obligation of confidentiality is deemed a violation of this Regulation and is a cause of disciplinary liability, without prejudice to other forms of liability provided for by law.

13. Whistleblower responsibilities: sanctions system

This Regulation does not prejudice the penal and disciplinary liability of the Whistleblower in the event of a report being libellous or defamatory pursuant to the Penal Code or Art. 2043 of the Civil Code.

Any form of abuse of this Regulation such as reports which are manifestly opportunistic and/or made with the sole purpose of damaging the Reported Person and/or others, and any other type of improper use or intentional instrumentalisation of the Regulation are likewise a cause of liability for disciplinary proceedings also by other competent bodies.

14. Data protection and archiving of documents

For the purpose of ensuring the reconstruction of the different steps of the reporting process, the Report Recipient is responsible for guaranteeing the following:

- traceability of the report and the relative investigative activities;
- storage of documentation pertaining to the report and the relevant verification activities in appropriate archives (paper/IT);
- storage of documentation and reports for a period no longer than necessary for the purposes for which the data were collected or subsequently processed and in any case in compliance with the current data protection regulations.

Documentation pertaining to the sanctions and disciplinary process shall be archived and stored for five years by the Report Recipient or his or her substitutes.

Pursuant to current legislation and Company regulations governing data protection, the processing of personal data of the persons involved and/or mentioned in the report is protected

15. Staff training

In order to encourage the use of the internal reporting systems and the dissemination of a culture of legality, the Company shall ensure that Staff are informed in a clear, precise and complete manner of the provisions of the Regulation and in particular of the internal reporting procedure and the safeguards established to guarantee the confidentiality of the personal data of the Whistleblower and the alleged perpetrator of the violation.

Staff shall be advised that the legal provisions based upon which the alleged perpetrator has the right to obtain, inter alia, the indication of the origin of personal data (according to the rules contained in the GDPR Regulation 679/2016), does not apply with regard to the identity of the Whistleblower, which may only be revealed with his/her consent or when knowledge is essential for the defence of the alleged perpetrator.