

Whistleblowing Procedure

1. BACKGROUND AND PURPOSE

The purpose of this procedure is to regulate and govern the means of communication and management of reports regarding violations referred to in Article 5 below, that harm the integrity of Valextra S.p.A. (hereinafter also the “Company”), of which the individuals hereinafter identified have learned about in the Company’s working context, in order to ensure that all necessary actions are taken and all measures suitable to address the violations, which are reported, are made effective.

2. FRAME OF REFERENCE

The legislator approved Legislative Decree No. 24/2023 (so-called “**Whistleblowing Law**”), who has defined it, inter alia:

- The aspects of safeguarding the individual, as identified by Art. 3 of the Whistleblowing Law, who raises a report;
- The obligations of Institutions and Companies in terms of prohibition of retaliations and non-discrimination of the whistleblower and protection of their confidentiality;
- The need for one or more channels (with online processes) that allow for the whistleblower to raise the report ensuring confidentiality of the whistleblower’s identity, and that of the person involved and of the person however mentioned in the report as well as of the content of the report and the related documentation;
- The need to hear representatives or trade union organizations referred to in Art. 51 of Legislative Decree No. 81 of 2015 before activating the aforesaid whistleblowing channels;
- The conditions to raise an external report;
- The prohibition of retaliatory or discriminatory actions against the whistleblower for reasons associated to the report.

3. INTRODUCTION TO WHISTLEBLOWING

Whistleblowing means the reporting of conducts, acts or omissions in breach of national or European Union law affecting the public interest or the integrity of public administration or of the private entity, made by persons who have become aware of them in a work-related context in a public or private entity.

The Whistleblowing Law identifies:

- The individuals who may activate a report;
- The actions or facts that may be subject of report, as well as the requirements that the report must envisage in order to be taken into consideration;
- The means through which make a report about the presumed breach and the individuals in charge of receiving the reports;
- The process of inquiry and potentially investigation at the time when a report is made;
- The assurance of confidentiality and protection of personal data both of the whistleblower and of the individual potentially reported as well as of the data included in the report;
- The prohibition of retaliation and discrimination against the whistleblower.

4. INDIVIDUALS AUTHORIZED TO MADE A REPORT

The report may be made by the following persons:

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- Company' employees, even during their trial period;
- Independent contractors;
- Workers or collaborators that perform their own activity at public or private institutions that provide goods or services or that perform works in favor of Valextra S.p.A.;
- Freelancers and consultants who provide services to the Company;
- Paid and non-paid volunteers and trainees, who provide services to the Company;
- Shareholders and persons with administrative, management and control, supervisory or representation functions;

Furthermore, the report may be made:

- When the legal relation with the Company has not yet begun, if the information on breaches has been acquired during the process of selection or in another pre-contractual phase;
- Subsequently after termination of the working relation with Valextra S.p.A., if the information on the breaches were acquired during the course of the relation itself.

5. SUBJECT OF THE REPORT

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The purpose of this document is to exemplify the operational means for management of report and potential consequent investigations, pertaining to individuals who have become aware of information because of the tasks performed.

Pursuant to Legislative Decree No. 24/2023, report may concern breaches of national or European Union law affecting the public interest or the integrity of the entity, as well as behaviors or situations contrary to the Company's Code of Ethics, or to regulations, directives, policies and internal processes adopted by the Company.

The scope of the procedure does not include the cases excluded from the Whistleblowing Law, among which:

- a) Claims, demands or requests associated to an interest of personal nature of the whistleblower or of the person who has lodged a claim to the judicial or accounting authority that refer exclusively to his/her own individual working relation or of public employment or inherent to his/her own working relation or of public employment with the positions subordinated by hierarchy;
- b) Reports of breaches when already mandatory and disciplined by acts of the European Union or national acts or by the national acts that constitute implementation of the acts of the European Union;
- c) Reports of breaches in matters of national security, as well as contracts related to aspects of defense or of national security, unless that these aspects are comprised within the pertinent right derived by the European Union.

6. OBJECTIVES

The purpose of this document is to bring to light illegal or irregular events within the Company, clarifying and facilitating the use of reporting by the whistleblower and removing any factors that may hinder or discourage recourse to reporting.

The purpose of the procedure is, therefore, on the one hand, to provide the whistleblower with clear operational indications about the subject, content, recipients and means of transmission of his/her reports and, on the other hand, to inform the whistleblower about the forms of protection and confidentiality that are recognized and guaranteed thereof.

Guarantee participation, compliance and interpretation of the Company' values in the working life of its stakeholders.

7. DEPARTMENTS AND INDIVIDUALS CONCERNED

Offices and positions involved in the activities envisaged in the present procedure are:

- Human Resources Department;

8. WHISTLEBLOWING CHANNELS

The present procedure identifies the means to bring a report pursuant to Legislative Decree No. 24/2023.

In order to ease reports, the following channels have been defined:

- **in writing, through the add-on My Whistleblowing** in the Software My Governance, as whistleblowing channel appropriate to guarantee, by electronic means, confidentiality of the whistleblower's identity, pursuant to the regulation (hereinafter the "**Software**"), as communicated to Company' employees;
- **orally, through the whistleblowing audio channel My Whistleblowing.**
- the whistleblower, through the aforementioned channels, may request a **direct meeting** to submit the report orally; in this case, the meeting will be fixed within 15 (days) from receipt of the request.

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The oral communication of the report, prior to the whistleblower's consent, is documented by the manager of the channel using an appropriate device for preservation and listening, otherwise through preparation of a minute.

The Company may take into consideration also anonymous reports, when these are submitted adequately described in detail and meticulously, such as to pinpoint facts and situations related to specific contexts (for example: documentary proofs, indication of names and personal particulars, mention of specific departments, procedures or particular events, etc.).

Reports – even not anonymous – must be described in detail and have the most extended degree of completeness and thoroughness possible.

The whistleblower is responsible to provide all elements available and useful to allow the competent persons to perform due and appropriate verifications and confirm the validity of the facts subject of report, such as:

- i. A clear and complete description of facts subject of report;
- ii. The circumstances of time and place where the actions subject of the report were committed;
- iii. The generalities or other elements that allow for identification of the individual(s) who performed the actions reported (e.g., job titles, place of employment where the reported person performs the activity);
- iv. The potential documents supporting the report;
- v. The indication of other potential individuals who may also refer the facts subject of report;
- vi. Any other information that may provide useful feedback about the subsistence of the facts subject of report.

In order for a report to be substantiated, these requirements do not need to be complied with simultaneously, taking into account that the whistleblower might not be in full possession of all the information requested.

Through the online channel and, therefore, through the Software, the whistleblower will be guided in all phases of the report and will be requested, for the purpose of best substantiation of the latter, a series of mandatory fields to fill in complying with the requirements needed.

It is necessary that the elements indicated are directly known by the whistleblower and not reported or referred to by other individuals.

It should be noted that, pursuant to the law, the whistleblower may submit the report through the so-called "external reporting channel", referring directly to ANAC, (Italian Anti-Corruption Authority) through the external reporting channel made available by the

aforesaid authority if:

1. The whistleblower has already submitted an internal report and the latter did not have a follow up;
2. The whistleblower has well-founded reasons to deem that, if he/she submits an internal report, the latter would not be given an effective follow-up or that the same report entails a risk of retaliation;
3. The whistleblower has well-founded reasons to deem that the breach in question poses an imminent or obvious danger to the public.

9. MANAGEMENT OF REPORTS

Following a report, the channel manager:

- Issues to the whistleblower notice of receipt of the report within seven days from its receipt;
- Keeps the dialogue with the whistleblower open and may request from the latter, if necessary, additions;
- Gives diligent follow-up to the reports received;
- Provides feedback to the whistleblower within three months from the notice of receipt or, in lack thereof, within three months of expiry of the term of seven days from submission of the report.

Once the report is received according to the channels envisaged in this procedure, management thereof is divided into four phases:

- a. *Registration and custody;*
- b. *Preliminary activity;*
- c. *Investigation and information of the findings;*
- d. *Filing.*

a. Registration and custody

In the event that the report comes through the Software, it will be the same Software to provide for a complete and confidential registration in accordance with the applicable law.

The Company will put in place all appropriate measures to ensure the confidentiality of the identity of the whistleblower, the reported person and any other persons involved, as well as on the content of the report and related documentation.

b. Preliminary activity

The preliminary activity has the purpose to verify the validity of the report received. For this purpose, the manager of the channel meets to evaluate the contents by performing a first screening and:

- Where it immediately finds that the report is obviously invalid, proceeds to its immediate filing;
- Where the report is not well-founded, request, when possible, further information to the whistleblower. In the event when it is not possible to collect sufficient information to substantiate the report and start an investigation, the former is filed;
- In the event when the report seems well-founded with precise and conforming factual elements, the manager proceeds to the investigation.

c. Investigation and information of the finding

The investigation is the sum of the activities aimed at verifying the content of the reports received and to obtain elements useful for the subsequent phase of evaluation, guaranteeing the highest confidentiality of the identity of the whistleblower and of the subject of the report.

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The investigation has as main purpose the verification of veracity of the information submitted for inquiry, providing an accurate description of the facts ascertained, through the process of valuation and objective investigation techniques.

The function in charge of the investigation is the Company's Human Resources Department.

It is the task of all to cooperate with the subject in charge of the investigation throughout its performance.

For each investigation, the subject in charge of the investigation prepares a final report including at least:

- The facts ascertained;
- The evidence collected;
- The causes and shortcomings that allowed for a verification of the situation reported.

At the end of the investigations, when feedback of the lack of foundation is received, the subject in charge proceeds to file the report and informs the whistleblower.

In the event when the report is well-founded, the subject in charge of the investigation calls upon the corporate representatives to undertake the due and most appropriate mitigation and/or corrective actions.

Transmits the findings of the investigation to the the Company's Human Resources Department for potential start of disciplinary procedures aimed at imposing, if applicable, sanctions in line with applicable law and collective bargaining agreements.

d. Filing

In order to guarantee traceability, confidentiality, preservation and attainability of the data during all the process, the documents are preserved and filed both digitally, through the Software, using in-network folders protected by a password, and in paper form, in appropriate security closet located at the the Company's Human Resources Department, accessible to the sole persons duly authorized and instructed for this purpose.

All documents will be preserved, with the exception of the latest legal terms in the cases expressly envisaged, not over five years from the date of communication of the final results of the whistleblowing procedure.

Pursuant to applicable law and company's privacy procedure, the processing of personal data of the persons involved and/or mentioned in the whistleblowing report is protected.

10. PROTECTION OF THE WHISTLEBLOWER

The whole process must however guarantee confidentiality of the whistleblower's identity from receipt of the report and in every subsequent phase.

To this end, in accordance with the applicable law, the Company has established a series of mechanisms aimed at the protection of the non-anonymous whistleblower, providing for:

- a. protection of the whistleblower's confidentiality;*
- b. prohibition of discrimination of the whistleblower.*

a. protection of the whistleblower's confidentiality

The use of the Software guarantees the complete confidentiality of the whistleblower, as only the manager of the channel may access the report.

Within the scope of potential disciplinary procedures brought forward against the

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reported person:

- If the facts charged were founded on assessments different and subsequent from the report, even if consequent to the same, the identity of the whistleblower may not be revealed;
- If the facts charged were founded in whole or in part on the report, the identity of the whistleblower may be revealed to the person/s involved in the report itself, when the following two requisites are complied with simultaneously:
 - The consent of the whistleblower;
 - The proven need by the reported person to know the name of the whistleblower for the purpose of fully exercising the right of defense.

b. Prohibition of discrimination of the whistleblower

The whistleblower may not be sanctioned, dismissed or subjected to any discriminatory measure, direct or indirect, having effect on the working conditions for reasons directly or indirectly linked to the report.

Discriminatory measures are deemed unjustified disciplinary actions, harassments at the workplace, modification of the tasks or workplace, reduction of duties and any other modification that is deemed as retaliation due to the report. The whistleblower who believes to have suffered from a discrimination due to a report expressed, must give substantiated notice to the Company's Human Resources Department.

The whistleblower who believes to have suffered from a discrimination may bring a claim in court against the author of the discrimination and also against the Company – if the Company participated actively in the discrimination. It should be taken into account that, in this case, the law provides for a reversal of the burden of proof and it will, therefore, be the Company that will have to prove that the modification of the working conditions of the whistleblower did not originate from the report.



11. VIOLATION OF THE PROCESS

Failure to comply with the present procedure entails for Company' employees the possibility of application of disciplinary measures, in line with the provisions of the applicable law and the relevant collective bargaining agreements.

12. PROCESS REVIEW

Date	Manager	Brief description of the modifications