



# *Italian Whistleblowing Procedure*

*ACAL BFi ITALY S.R.L.*

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## INDEX

<i>1. Definitions and acronyms</i>	<i>3</i>
<i>2. Purpose of the Document</i>	<i>4</i>
<i>2.1 Applicability</i>	<i>4</i>
<i>2.2 Recipients</i>	<i>4</i>
<i>2.3 Training</i>	<i>4</i>
<i>2.4 Regulatory references</i>	<i>5</i>
<i>3. General rules and principles</i>	<i>5</i>
<i>3.1 Who can make a Report</i>	<i>5</i>
<i>3.2 What can be reported</i>	<i>6</i>
<i>3.3 Protection of the whistleblower</i>	<i>6</i>
<i>3.4 Protection of the Reported</i>	<i>7</i>
<i>3.5 Confidentiality obligation</i>	<i>8</i>
<i>3.6 Anonymity</i>	<i>8</i>
<i>3.7 Processing of personal data</i>	<i>8</i>
<i>3.8 Record keeping</i>	<i>8</i>
<i>3.9 Sanctioning measures</i>	<i>8</i>
<i>4. Description of the whistleblowing process</i>	<i>9</i>
<i>4.1. Governance</i>	<i>9</i>
<i>4.2 The functioning of the internal reporting system</i>	<i>9</i>

## Definitions and acronyms

<b>ACAL BFi Italy S.r.l.</b>	Reference is made to the Company ACAL BFi Italy S.r.l. (also “the Company”).
<b>Employees</b>	Personnel linked to the Company ACAL BFi Italy S.r.l. from an employment relationship (including workers with part-time, intermittent, fixed-term, agency, apprenticeship, ancillary work relationships and workers who carry out occasional services.)
<b>ANAC</b>	National Anti-Corruption Authority.
<b>Violations</b>	Behaviors, acts or omissions that harm the public interest or the integrity of the Company ACAL BFi Italy S.r.l., provided for by the relevant legislation.
<b>Reporting</b>	The oral or written communication of information on whistleblowing violations.
<b>Person involved/reported</b>	The natural or legal person mentioned in the internal or external report, or in the public disclosure as the person to whom the violation is attributed or as a person otherwise implicated in the violation reported or disclosed publicly.
<b>Reporter/Whistleblower</b>	The natural person who reports or publicly discloses information on violations acquired within their work context.
<b>Facilitator</b>	The natural person who assists the whistleblower in the reporting process, operating within the same work context and whose assistance must be kept confidential.
<b>Retaliation</b>	Any behaviour, act or omission, even if only attempted or threatened, carried out as a result of the report, the complaint to the judicial or accounting authority or the public disclosure and which causes or may cause the reporting party or the person who filed the complaint, directly or indirectly, unjust damage.
<b>Report in bad faith</b>	False and unfounded report, made with malice or gross negligence with the aim of damaging or causing prejudice to one or more Employees or to the Company ACAL BFi Italy S.r.l.
<b>Name reporting</b>	Report specifying the identity of the reporter.
<b>Anonymous report</b>	Report that prevents us from tracing the identity of the reporter.

## Purpose of the Document

Whistleblowing is recognized as a fundamental tool in the detection of crimes, but for its effective operation it is essential to guarantee adequate protection for whistleblowers.

From this perspective, in order to ensure that whistleblowers are better protected from retaliation and negative consequences, as well as encourage the use of whistleblowing, the Legislator - in implementation of Directive (EU) 2019/1937 - has issued Legislative Decree no. 24 of 10 March 2023 concerning the protection of people who report violations of Union law and containing provisions regarding the protection of people who report violations of national regulatory provisions.

The new regulation is aimed at guaranteeing the manifestation of freedom of expression and information and encouraging the emergence of potential risks and prejudicial situations for entities.

With the adoption of this Procedure, the Company intends to comply with Legislative Decree 24/2023 and encourage Employees and potential Whistleblowers to report violations pursuant to Legislative Decree no. 231/2001 and the Organisation, Management and Control Model adopted.

The Company, which has always been attentive to promoting a healthy and fair working environment, also undertakes to respect the Group whistleblowing policy adopted by Acal BFi Holdings Limited for everything that does not concern alleged violations of Legislative Decree 231/2001 and the Model of Organization, Management and Control adopted.

Adapting to the legislation on whistleblowing, the Company adopts this Procedure with the aim of:

- define the governance of the reporting management process;
- define the subject and contents of the report;
- define the operational methods in which the reporting management process is structured.

### 2.1 Applicability

This Document applies to the Company ACAL BFi Italy S.r.l. It is the Company's responsibility to ensure correct dissemination and communication both internally and externally. In this regard, the Procedure is published on the website, in the whistleblowing section, as well as on the company intranet portal. The Procedure was adopted by resolution of the Board of Directors on 12/14/2023.

### 2.2 Recipients

This Procedure is aimed at all Company personnel, meaning both Employees and those who work on the basis of relationships that determine their inclusion in the organization, even in a form other than an employment relationship. The Procedure is also intended for subjects to whom the protection provided for by Legislative Decree no. 24 of 10 March 2023 is extended.

### 2.3 Training

The Company undertakes to provide employees with suitable training that illustrates the new legislation referred to in Legislative Decree 24/2023 and the correct procedure to follow in order to make a report via the internal reporting channel adopted.

### 2.4 Regulatory references

- Legislative Decree 10 March 2023, n. 24, implementing Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019;

- EU Regulation 2016/679 regarding the protection of personal data (“General Data Protection Regulation - GDPR”);
- Privacy Code (“Privacy Code” or “Code”): Legislative Decree 196/2003 amended and updated by Legislative Decree 101/2018 containing “Provisions for the adaptation of national legislation to the provisions of the EU Regulation 2016/ 679”;
- Law. N. 300/1970: “Workers' Statute”;
- Legislative Decree 8 June 2001, n. 231: regulation of the administrative liability of legal persons, companies and associations even without legal personality, pursuant to article 11 of law 29 September 2000, n. 300.

## 1. General rules and principles

With a view to encouraging correct use of the internal reporting system adopted, the Company adopts the following general principles which must be promptly observed and implemented in the implementation of its system.

With the adoption of the internal reporting system, in accordance with what is described in this Document, the Company aims to:

- protect the stability of ACAL BFi Italy, the interests of employees, collaborators, customers, shareholders and all stakeholders from the prejudicial effects deriving from any violations relating to non-compliance with the relevant legislation.
- promote the development of a culture of legality, based on honesty, correctness, and respect for the rules.

### 3.1 Who can make a Report

The number of private sector entities to which the protection provided for by Legislative Decree 24/2023 is ensured is much wider than the previous legislation; among them are:

- ❖ Employees
- ❖ Self-employed workers who carry out activities at the Company
- ❖ Freelance professionals and consultants who work for the Company
- ❖ Volunteers and interns who work for the Company
- ❖ Shareholders
- ❖ People with administrative, management, control, supervisory or representative functions at the Company.

It should be noted that for these subjects, the protection also applies during the probationary period and before or after the establishment of the employment relationship.

### 3.2 What can be reported

The Company undertakes to recognize the protection of people who report violations (behaviour, acts or omissions, including well-founded suspicions) of Legislative Decree no. 231/2001 and the Organisation, Management and Control Model adopted, of which they became aware in the working context. The information on violations may also concern violations not yet committed which the reporter reasonably believes could be committed based on concrete elements.

It is also specified that the report must be as detailed as possible in order to allow the determination of the facts by the parties competent to receive and manage the Reports. Therefore, the following must be clear:

- the circumstances of time and place in which the reported event occurred;
- the description of the fact;
- the generality or other elements that allow the identification of the person to whom the reported facts can be attributed.

Pursuant to Legislative Decree no. 24 of 2023, the regulatory provisions do not apply to disputes, claims or requests linked to a personal interest of the reporting person which relate exclusively to their individual work relationships, or inherent to their work or employment relationships with hierarchically superior figures.

### 3.3 Protection of the whistleblower

The protection measures provided for by Legislative Decree 24/2023 apply to the reporter if the following conditions apply:

- at the time of the report, the reporter had reasonable grounds to believe that the information on the reported violations was true and fell within the objective scope of the relevant legislation;
- the reporting was carried out on the basis of the provisions of the relevant legislation.

Added to this is that the protection of whistleblowers also applies if information has been reported in the following cases:

- when the legal relationship has not yet begun, if the information on the violations was acquired during the selection process or in other pre-contractual phases;
- during the probationary period;
- after the dissolution of the legal relationship if the information on the violations was acquired during the same relationship.

It should be noted that the reasons that led the person to report are irrelevant for the purposes of his protection.

If the penal liability of the whistleblower for defamation or slander crimes or his civil liability is ascertained, even with a first-degree sentence, in cases of fraud or gross negligence, the protections provided for by the relevant legislation are not guaranteed and at reporting person, a disciplinary sanction may be imposed.

No retaliation is permitted against whistleblowers. In particular, the following cases constitute retaliation:

- ❖ dismissal, suspension or equivalent measures;
- ❖ demotion or failure to promote;
- ❖ change of functions, change of place of work, reduction of salary, modification of working hours;
- ❖ the suspension of training or any restriction of access to it;
- ❖ negative merit notes or negative references;
- ❖ the adoption of disciplinary measures or other sanctions, including pecuniary ones;
- ❖ coercion, intimidation, harassment or ostracism;

- ❖ discrimination or otherwise unfavourable treatment;
- ❖ failure to convert a fixed-term employment contract into a permanent employment contract, where the worker had a legitimate expectation of such conversion;
- ❖ failure to renew or early termination of a fixed-term employment contract;
- ❖ damage, including to the person's reputation, in particular on social media, or economic or financial prejudice, including loss of economic opportunities and loss of income;
- ❖ improper listing on the basis of a formal or informal sectoral or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;
- ❖ the early termination or cancellation of the contract for the supply of goods or services;
- ❖ the cancellation of a license or permit;
- ❖ the request to undergo psychiatric or medical tests.

The legislation also extends the protections to the whistleblower subsequently identified if he or she has suffered retaliation.

Confidentiality is also extended:

- ❖ to the facilitator both with regards to identity and with reference to the activity in which the assistance takes place;
- ❖ to people from the same working context as the reporting person and who are linked to him or her by a stable emotional or kinship bond within the fourth degree;
- ❖ to the whistleblower's work colleagues who work in the same work context and who maintain a regular and current relationship with the whistleblower;
- ❖ to entities owned by the reporting person, as well as to entities that operate in the same working context as the reporting person;
- ❖ to people other than the person reported, but still implicated as they are mentioned in the report (for example to people indicated as witnesses).

Reporters can notify ANAC of any retaliation they believe they have suffered. The judicial authority in question adopts all measures, even temporary, aimed at guaranteeing adequate protection, including compensation for damages, reinstatement in the workplace, the order to cease the conduct carried out and the declaration of nullity of the acts adopted in violation of the provisions of Legislative Decree no. 24/2023.

The whistleblower is guaranteed confidentiality protection, also extended to the people mentioned in the report.

Finally, the ANAC has established a list of Third Sector bodies that offer, free of charge, support measures to the whistleblower.

### **3.4 Protection of the Reported**

The reference legislation referred to in Legislative Decree 24/2023 expressly provides that identity protection is also guaranteed to the natural person reported, or to the person to whom the violation is attributed in the public disclosure (so-called person involved).

Therefore, the Company - through the implemented system - adopts particular precautions in order to avoid the undue circulation of personal information, not only externally, but also internally.

The reported person may be heard by the Company, upon request, also by submitting written observations and documents. It is specified that this subject does not have the right to always be informed of the report concerning him, but only in the context of any proceedings initiated against him following the conclusion of the management of the report and in the event that such proceedings are fully founded. or partly on the report.

### **3.5 Confidentiality obligation**

The Company does not use reports beyond what is necessary to adequately follow up on them. The identity of the reporter, and any other information from which it can be deduced, cannot be revealed without the express consent of the same, to people/bodies other than those identified as competent to receive or follow up on the reports (Responsible for managing reports) .

If the dispute is based, in whole or in part, on the report and knowledge of the identity of the whistleblower is indispensable for the defense of the reported person, the report will be usable for the purposes of disciplinary proceedings only in the presence of the express consent of the whistleblower to the disclosure of the own identity.

### **3.6 Anonymity**

The person making the report is allowed to report anonymously, in which case it will not be possible to obtain his identity.

The subsequently identified whistleblower, who has communicated to ANAC that he has suffered retaliation, can benefit from the protection guaranteed by the relevant legislation, in the face of retaliatory measures.

The Company will record the anonymous reports received and keep the relevant documentation in accordance with the provisions of the paragraph "Retention of documentation".

### **3.7 Processing of personal data**

The Company manages the processing of personal data relating to the receipt and management of reports in compliance with Regulation (EU) 2016/679 (GDPR), Legislative Decree 30 June 2003, n. 196 and Legislative Decree 18 May 2018, n. 51. In particular, in compliance with the principles referred to in articles 5 and 25 of the GDPR or in articles 3 and 16 of Legislative Decree no. 51 of 2018, providing suitable information to the whistleblowers and the persons involved pursuant to articles 13 and 14 of the GDPR and article 11 of Legislative Decree no. 51 of 2018, as well as adopting appropriate measures to protect the rights and freedoms of interested.

The processing of personal data is carried out by the Company as data controller which, in managing the Reports, makes use of the Supervisory Body appointed as data controller pursuant to art. 28 of the GDPR.

### **3.8 Record keeping**

The Reports and the related documentation are kept for the time necessary to process the report and in any case no longer than five years from the date of communication of the final outcome of the reporting process, in compliance with the confidentiality obligations required by law.

### **3.9 Sanctions**

The unauthorized disclosure of the identity of the whistleblower, the person reported or other subject deserving protection, or of information from which their identity can be deduced, will be considered a violation of this Procedure and the sanctions provided for will be applied against those who violate the protection measures, in compliance with the National Collective Labor Agreement and the Workers' Statute.

Any action aimed at illegally disseminating their identity is considered a violation of this Document, is subject to the relevant disciplinary proceedings and could be sanctioned by the competent authorities.



Having said this, the ANAC is the competent authority to impose the administrative pecuniary sanctions provided for by Legislative Decree 24/2023.

## Description of the whistleblowing process

### 4.1. Governance

The Company has entrusted the management of whistleblowing reports to an independent external party who ensures the independence and impartiality required by the legislation. This person was identified in the Supervisory Body appointed by resolution of the Board of Directors dated 30 March 2023.

The designated person, competent in the matter, has the role of guaranteeing the integrity, independence and effectiveness, as well as the management of the whistleblowing process, and is considered as the person responsible for the management of reports (hereinafter "the Manager").

The Company has implemented a single internal reporting channel with the adoption of the whistleblowing platform which guarantees the specific characteristics required by law. Any whistleblowers are therefore invited to send whistleblowing reports via the platform adopted by the Company.

The whistleblower has the right to present the report also through a direct meeting; this request can be completed by sending a message via the platform adopted by the Company. The Manager will take care to schedule the meeting within a reasonable time and to document said meeting, subject to the consent of the reporting person, through a report which must be verified, possibly corrected and, finally, confirmed by the reporting party through his/her signature. In this case, it is the responsibility of the Manager to report the documentation produced within the whistleblowing platform, in such a way as to preserve it in accordance with the law.

The Manager periodically monitors the main trends, indicators and actions aimed at increasing awareness of the process and culture of legality.

It is convened annually by the Company's Board of Directors to examine the indicators and analyzes prepared on the basis of the whistleblowing reports received.

If the whistleblower, erroneously and without making use of the internal reporting channel adopted by the Company, presents the report to a person other than the Manager, the Report is considered "whistleblowing" and must be transmitted by the person who erroneously received it within seven days. to the Manager to allow him to manage it in compliance with the law. Provided that the whistleblower has declared that he/she expressly wishes to benefit from whistleblowing protections or if this desire can be deduced from the report itself.

### 4.2 The functioning of the internal reporting system

1. The Company has adopted an EQS Integrity Line Essential whistleblowing platform, as an internal reporting channel, which meets the requirements imposed by Legislative Decree 24/2023. It is therefore possible, in total confidentiality, to make both written reports and send reports via voice messaging. In this regard, it should be noted that the voice undergoes an alteration (voice morphing) and does not allow the identity of the reporter to be traced.

The whistleblowing process consists of the following phases:

1. Sending the report
2. Receipt of the report
3. Evaluation
4. Investigation
5. Final exam and contextual communication

## 6. Conservation.

### 1. Sending the report

All reports flow into the platform adopted by the Company as an internal reporting channel, accessible from the Company's institutional website, whistleblowing section.

To complete the report, the reporter, once inside the platform, is invited to click in the "Send a report" box.

First of all, the reporting party is asked to select the desired language (Italian or English).

The reporting party is invited to provide as many useful elements as possible to allow those responsible for managing the reports to carry out the necessary and appropriate checks and investigations to confirm the validity of the facts being reported.

The report should indicate:

- the circumstances of time and place in which the reported event occurred;
- the description of the fact;
- personal details, or other elements that allow identifying the person to whom the reported facts are attributed;
- the indication of any other subjects who can report on the facts covered by the Report. The Report must contain a clear and complete description of the facts, including any omissions.

Once the report has been sent, the person making the report can at any time, via the "Secure Inbox" box:

o integrate the report with further information;

or communicate with the Manager.

In this regard, it is necessary for the reporting party to keep the report number which is automatically generated by the platform at the end of sending the report, as well as the chosen password.

### 2. Receipt of the report

Once the report has been received via the internal reporting channel, the system will automatically inform the Manager via email regarding the receipt of a report on the platform.

The Manager will take care to enter the platform adopted to view the report. The same will take care to issue an acknowledgment of receipt to the reporting party within 7 days from the date of receipt of the report.

The Manager, if he deems it necessary, can request integration from the reporter, maintaining an active dialogue always via the internal reporting channel, thus guaranteeing maximum confidentiality.

Within the whistleblowing platform, the Manager takes care to record the identification code relating to the report, the date of receipt, the personal data of the whistleblower (exclusively only if the same does not wish to remain anonymous), the technical method of forwarding, the status of the practice (taken over, under examination, under evaluation, archived).

### 3. Evaluation

The Manager is asked to evaluate the admissibility of the report; if he does not deem it admissible he will proceed with its archiving. To assess admissibility, you can also refer to the criteria used by the ANAC Guidelines, such as, for example, manifest unfoundedness due to the absence of factual elements suitable to justify the investigations.

Once the admissibility of the report, such as whistleblowing, has been assessed, the Manager starts the internal investigation into the reported facts or conduct to assess their existence.

#### **4. Investigation**

The Manager carries out the investigation phase to follow up on the report, also through hearings of third parties involved by him and through the acquisition of documents, always respecting the confidentiality of the subjects involved. For the purposes of the investigation, he may make use of specialist consultancy, such as, by way of example, consultancy from external lawyers on matters which do not fall within his competence. It is necessary to ensure that the investigation is accurate, has a reasonable duration and respects the anonymity of the reporter and the people involved, including the individual reported.

If, following the activity carried out, elements of manifest unfoundedness of the report are identified, it will be archived with adequate justification. However, if there is any evidence of the validity of the report, the Manager will promptly contact the relevant internal bodies of the Company and/or the competent external authorities, each according to their own competences.

#### **5. Final exam and contextual communication**

At the end of the investigation, the Manager provides feedback to the reporting party, within three months from the date of acknowledgment of receipt, giving an account of the measures envisaged or adopted or to be adopted to follow up on the report and the reasons for the choice made.

This feedback is essential to increase confidence in the effectiveness of the entire whistleblower protection system.

At the end of the investigation, the Manager is required to draw up a Final Report, to be presented to the Board of Directors and the Sole Auditor of the Company, which must:

- summarize the progress of the investigation;
- report the conclusions reached;
- provide recommendations and suggest to the Company the actions to be taken to remedy any violations found and ensure that these do not occur in the future.

The Company is responsible for the possible imposition of disciplinary sanctions against the person reported, as well as any other measure it deems appropriate to adopt, both in reference to what has been verified and at the end of a proceeding instituted before the competent authorities.

#### **6. Conservation**

The Manager takes care to keep the data in a form that allows the identification of the interested parties for the time necessary to process the specific report and in any case no later than five years from the date of communication of the final outcome of the reporting procedure.