

WHISTLEBLOWING POLICY

Introduction

The European Union, with Directive 2019/1937, has updated the legislation concerning the protection of the individuals who report violations of European Union law, in order to create a minimum standard for the protection of whistleblowers' rights in all Member States. Italy implemented the European Directive with Legislative Decree No. 24 of March 10, 2023 (hereinafter the "Decree").

By adopting this Policy, the company Technital S.p.A. (hereinafter, the "Company") intended to comply with the aforementioned regulatory requirements, as well as the guidelines provided in this regard by ANAC.

The objective pursued is to provide the whistleblower, i.e., the person who reports violations, with clear operational guidance regarding the subject, content, recipients, and mode of transmission of reports.

The procedure for handling reports guarantees the confidentiality of the reporter's identity from the time of receipt and in any contact following the same. Pursuant to Article 5, Paragraph 1(e) of the Decree, this policy therefore provides information on the channels, procedures and prerequisites for making internal and external reports.

1. Reporting agents

Reports can be made by the following agents:

- a) Employed workers, including workers who perform:
 - the activity of part-time, intermittent, fixed-term, supply, apprenticeship, and ancillary work (the employment relationship of which is regulated by Legislative Decree No. 81/2015);
 - occasional provision of services (pursuant to Article 54-bis of Decree Law No. 50/2017, conv. by Law No. 96/2017);
- b) the self-employed
 - with a service agreement (art. 2222 Civil Code);
 - with contractual relationship (referred to in Article 409 of the Civil Code), such as agency, sales representative and other contractual relationships that result in the provision of continuous and coordinated work, mainly personal, even if not of a subordinate nature;
 - with a contractual relationship that takes the form of exclusively personal, continuous work, the manner of performance of which is organized by the client;
- c) collaborators who work for entities that provide goods or services or perform works on behalf of the Company;
- d) freelancers and consultants who work for the Company;
- e) volunteers and paid and unpaid trainees who work for the Company;
- f) the shareholder and persons with administrative, management, control, supervisory or representative functions, even if these functions are exercised on a mere de facto basis at the Company (e.g., members of the BoD or SB).

The protection of whistleblowers (Article 6 of this Policy) also applies if the report, report to the judicial or accounting authorities, or public disclosure of information occurs in the following cases:

- a) when the legal relationship described above has not yet begun, if information about violations was acquired during the selection process or other pre-contractual stages;
- b) During the probationary period;
- c) subsequent to the dissolution of the legal relationship if the information on violations was acquired during the course of the relationship.

2. Subject of the report and excluded reports

The following reports shown in the following table can be made:

<i>Number of employees</i>	<i>With Organizational and Management Model Legislative Decree no. 231/'01</i>	<i>Subject of the report</i>
with 50 or more	Yes	<ul style="list-style-type: none"> - offenses specified in Legislative Decree No. 231/2001 (see below point c) - violations of the Model (see point c below) - European and national offenses (see points (a) and (b) below) <p>(Art. 3, co. 2(b), second sentence, Legislative Decree No.24/2023)</p>

In greater detail, the violations shown in the table above may concern:

- (a) breaches of national or European provisions consisting of offenses relating to the following areas: public procurement; services, products, and financial markets and prevention of money laundering and terrorist financing; product safety and compliance; transportation safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and data protection; and network and information system security;
- (b) breaches of European provisions consisting of (i) acts or omissions that harm the financial interests of the Union; (ii) acts and omissions concerning the internal market; and (iii) acts and conduct that frustrate the object or purpose of the provisions of Union acts in the areas mentioned above;
- c) illegal conduct relevant under Legislative Decree 231/2001 or violations of organizational and management models.

3. Reporting channels: internal, external, public disclosure

The Company has established an internal reporting channel that ensures the confidentiality of the identity of the reporting person, the person involved, and the person otherwise mentioned in the report, as well as the contents of the report and related documentation.

As a reminder, *whistleblowing* must first be reported using the internal channel.

Reporting through the external channel, established and managed by ANAC¹, can only be made under certain conditions² and, public disclosure under even stricter conditions³, without prejudice to the possibility of making complaints to judicial authorities.

4. Content and method of submission of reports

Whistleblowing can be **reported** if the following conditions are met:

- when there is information, including well-founded suspicions, concerning violations committed, or which, on the basis of concrete evidence, may be committed, of national or European Union regulatory provisions that harm the public interest or the integrity of the Company, as well as concerning conduct aimed at concealing such violations and
- such information is learned, or suspicions have arisen, within the work environment.

No reports pertaining exclusively to:

- to challenges, claims, or demands related to an interest of a personal nature of the reporter;
- to the reporter's individual working or collaborative relationships with the Company, or with hierarchically subordinate figures;
- to aspects of the reported person's private life, with no direct or indirect connection to the business and/or professional activity.

In addition, the following reports are not permitted:

- specious, defamatory, slanderous or aimed solely at harming the reported person;

¹ <https://www.anticorruzione.it/-/whistleblowing>

² Whistleblowers can use the **external channel (ANAC)** when:

- there is no provision within the work context for mandatory activation of the internal reporting channel, or this channel, even if mandatory, is not active or, even if activated, does not comply with what is required by law;
- the reporting person has already made an internal report and it has not been followed up;
- the reporting person has reasonable grounds to believe that, if he or she made an internal report, the report would not be effectively followed up or that the report itself could result in a risk of retaliation;
- the reporting person has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest.

³ Whistleblowers can directly make a **public disclosure** when:

- the reporting person has previously made an internal and external report or has directly made an external report and no response has been given within the time limit regarding the measures planned or taken to follow up on the reports;
- the reporting person has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest;
- the reporting person has reasonable grounds to believe that the external report may involve a risk of retaliation or may not be effectively followed up because of the specific circumstances of the case, such as where evidence may be concealed or destroyed or where there is a well-founded concern that the recipient of the report may be in collusion with or involved in the violation.

- related to violations that the reporter knows to be unfounded.

Content of the report

The report, under **penalty of inadmissibility**, must contain:

1. the **identifying data** of the reporting person as well as an address to which subsequent updates can be communicated;
2. the **clear, complete and circumstantial description of the facts being reported**;
3. the circumstances of **time and place** in which the fact that is the subject of the report occurred and, therefore, a description of the facts that are the subject of the report, specifying the details related to the circumstantial news and where present also the manner in which the facts that are the subject of the report came to light;
4. the **particulars** or other elements that enable the identification of the person(s) believed to be responsible for the reported facts;
5. an indication of **any other individuals who** may report on the facts being reported;
6. the indication of **any documents that** can confirm the substantiation of these facts;
7. **Any other information** that may provide useful feedback about the existence of the reported facts.
8. The **express statement that they wish to benefit from whistleblowing protections**, e.g., by including the words "reserved for the whistleblowing manager."

Reporting mode

Whistleblowing reports can be made in the following ways:



by calling the following number: 045/8053619



At the request of the whistleblower through a direct meeting with Dr. Segala Michele



through regular mail by placing the report in two sealed envelopes, including, in the first, the identifying data of the reporter, together with an identity document; in the second, the subject of the report; both envelopes should then be placed in a third envelope bearing, on the outside, the words "**Confidential to the whistleblowing manager**" and addressing it to: Dr. Segala Michele, via Carlo Cattaneo, 20 - 37121 Verona.

Anonymous reporting

Anonymous reports or reports from which the identity of the reporter cannot be determined will not be considered.

Transmission of reports

Whistleblowing reports should be sent to: Dr. Segala Michele, in accordance with the reporting channel adopted and may be handled with the assistance of Vignola Marianna, if the report does not concern the latter.

In the case of prolonged absence of the recipient/manager of the report, his substitute is indicated as Ms. Vignola Marianna. Moreover, reports should be addressed to the latter even in cases where the report manager is in a state of conflict of interest under point 6 of this policy.

Finally, it should be noted that the receipt of reports is suspended during the closed period of the Company.

5. Report management

This procedure regulates the process of receiving, analyzing and processing reports of unlawful conduct of which the reporting person has become aware within the work context.

As part of the management of the internal reporting channel, the reporting manager (hereinafter also referred to as the "manager" or "receiver") operates in the following ways:

Receiving the report

In the event that the report was mistakenly transmitted/received to/from a person not appointed to receive it, and it is clear that it is a whistleblowing report, it will be the obligation of the latter to give prompt evidence of its receipt to the manager of the report, in any case within 7 (seven) days of such receipt, giving simultaneous notice of such transmission to the reporter, without prejudice to all the obligations of confidentiality provided by this policy also on the part of the same (and consequent liability of the same in the event of violation thereof).

The receiver shall issue the reporting person with an acknowledgement of receipt of the report within **seven days** from the date of receipt. The notice will be sent to the address indicated by the reporting person, and if not indicated, the report will be filed.

The Company will file reports received by regular mail through appropriate means to ensure confidentiality.

A report made orally - in the forms specified in this Policy - with the consent of the reporting person, shall be documented by the reporting manager either by recording on a device suitable for storage and listening, or by minutes.

In the case of a face-to-face meeting with the reporter, a recording of the meeting will be made, or, if this is not done or the reporter does not give consent to the recording, special minutes will be taken of the meeting, which will be signed by both the manager and the reporter and a copy of which will be provided to the latter.

Relationship with the reporter and additions to the report

The receiver maintains interlocutions with the reporter and may request additions if necessary.

In the case of minutes prepared following a meeting with the reporting person, the reporting person may verify, correct and confirm the minutes of the meeting by his or her own signature.

Review of the report

The receiver follows up on the reports received by assessing the existence of the reporter's legitimacy and that the report falls within the scope of the rule; this is followed by an assessment of the circumstances of time and place in which the event occurred.

At the outcome of the preliminary verification:

- if the prerequisites are not met, the report is **dismissed**, with reasons given;
- If the conditions are met, the **investigation** is initiated.

Investigation

The receiver ensures the proper conduct of the investigation through:

- The collection of documents and information;
- the involvement of external parties (in cases where it is necessary to use the technical assistance of third-party professionals) or other corporate functions, which are obliged to cooperate with the reporting manager;
- The hearing of any other internal/external parties where necessary.

The investigation is carried out in accordance with the following principles:

- necessary measures are taken to prevent the identification of the reporter and the persons involved;
- audits are conducted by people with the necessary training, and activities are tracked and filed properly;
- all parties involved in the assessment maintain the confidentiality of information received, unless otherwise provided by law;
- audits are conducted by ensuring that appropriate measures are taken for the collection, use, disclosure, and retention of personal information and by ensuring that the needs of the investigation are balanced with that of privacy protection;
- appropriate measures are ensured to handle possible conflicts of interest if the report concerns the recipient.
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Feedback to the reporter

Within three months from the date of the acknowledgement of receipt or, in the absence of such an acknowledgement, within three months from the expiration of the seven-day period from the submission of the report, the recipient shall provide feedback on the report, alternatively notifying:

- **dismissal**, giving reasons for the decision, or
- the **validity of** the report and sending it to the appropriate internal bodies for follow-up, or
- the activity carried out and yet to be carried out (in the case of reports that involve, for the purposes of verification, a more time-consuming investigation activity) and any measures taken (measures taken or referral to the competent Authority).

6. Conflict of interest

If the report handler has a conflict of interest, such as being a reported subject or a reporter, the report will be handled by Rag. Vignola Marianna.

7. Protection of the reporter and his responsibility

Whistleblowers cannot be subjected to any form of retaliation. In fact, the law stipulates that whistleblowers may not be sanctioned, demoted, fired, transferred, or subjected to any other organizational measure that ends up having, directly or indirectly, negative effects on working conditions, or effects of discrimination or retaliation against them.

A person's motives for reporting or public disclosure are irrelevant to his or her protection.

In the context of judicial or administrative proceedings, or even out-of-court proceedings involving the establishment of prohibited conduct toward whistleblowers, it is presumed that such conduct was put in place because of the whistleblowing, public disclosure, or complaint to the judicial or accounting authorities. The burden of proving that such conduct toward whistleblowers is motivated by reasons unrelated to the report, public disclosure, or complaint remains on the person who engaged in it.

Moreover, the alleged discriminatory or retaliatory measures suffered must be reported to ANAC, which alone is entrusted with the task of ascertaining whether the retaliatory measure is consequent to the reporting of wrongdoing and applying, in the absence of proof by the Company that the measure taken is unrelated to the reporting, an administrative pecuniary sanction.

Processing of personal data. Confidentiality

All processing of personal data will be carried out in accordance with Regulation (EU) 2016/679, of the Legislative Decree No. 196 of June 30, 2003, and Articles 13 and 14 of the Decree; in addition, failure to comply with confidentiality obligations may result in disciplinary liability, without prejudice to any further liability provided by law.

The notice regarding the processing of personal data following a whistleblowing report is available on the company website www.technital.net.

Internal and external reports and related documentation shall be retained for as long as necessary for the processing of the report and in any case no longer than 5 years from the date of the communication of the final outcome of the reporting procedure, in compliance with the obligations of confidentiality and protection of personal data.

Responsibility of the reporter

The Company guarantees the reported person the right to be informed (within a reasonable period of time) about any reports involving him or her, guaranteeing the right to defense there where disciplinary measures are initiated against him or her.

This procedure is also without prejudice to the criminal and disciplinary liability of the reporter in the event of libelous or defamatory reporting under the Criminal Code and Article 2043 of the Civil Code.

Any forms of abuse of the whistleblowing reporting procedure, such as reports that are manifestly unfounded and/or made for the sole purpose of harming the reported person or other persons, and any other hypothesis of improper use or intentional exploitation of the procedure itself, are also a source of liability in disciplinary and other competent fora.

8. Entry into force and amendments

This policy will enter into force on 16/12/2023. Upon its entry into force, all provisions previously adopted in this regard, in whatever form communicated, shall be deemed repealed, if incompatible or dissimilar, as they are replaced by the present.

The Company will provide the necessary publicity and deliver a copy of the policy to each employee, and it will be posted on the company bulletin board and published at www.technital.net.

All employees may propose reasoned additions to this policy when deemed necessary; proposals will be reviewed by the Company's General Management.

However, this policy remains subject to periodic review.

Technital S.p.A.

The CEO