



WHISTLEBLOWING POLICY (Rev. 00 of 17/12/2023)

Introduction

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

With the adoption of this Policy, the company **BDF DIGITAL S.p.A.** (hereinafter, the "Company") has sought to comply with the afore-mentioned regulatory requirements, as well as with the indications provided in this regard by ANAC.

The objective pursued is to provide the whistleblower, or anyone who reports breaches, with clear operational indications regarding the subject, content, recipients and methods of sending reports.

The reporting management procedure guarantees the confidentiality of the reporting party's identity from the moment of receipt and in any subsequent contact. Pursuant to art. 5, para. 1, letter e) of the Decree, this policy therefore provides information on the channels, procedures and conditions for making internal and external reports.

1. Reporting subjects

Reports can be made by the following subjects:

- a) employees, including workers who perform:
 - part-time, intermittent, fixed-term, administration, apprenticeship, ancillary work (whose employment relationship is governed by Italian Legislative Decree no.81/2015);
 - workers providing occasional services (pursuant to art. 54-bis of Legislative Decree no. 50/2017, pursuant to Law n.96/2017);
- b) self-employed workers
 - contract workers (art. 2222 of the Italian Civil Code);
 - workers with a collaboration relationship (referred to in art. 409 of the Italian Code of Civil Procedure), such as agency, commercial representation and other collaboration relationships that take the form of continuous and coordinated work, mainly personal, even if not of a subordinate nature;
 - with a collaboration relationship that materialises in exclusively personal, continuous work services and whose execution methods are organised by the client;
- c) collaborators who conduct their work with subjects that provide goods or services or who perform work for the Company;
- d) freelancers and consultants who work for the Company;

- e) volunteers and trainees, paid and unpaid, who work for the Company;
- f) shareholders and persons with administrative, management, control, supervisory or representative functions, even if these functions are exercised on a purely factual basis at the Company (for example, members of the Board of Directors or Supervisory Body). The protection of whistleblowers (art.6 of this Policy) also applies if the reporting, the report to the judicial or accounting authority or the public disclosure of information takes place in the following cases:
 - a) when the legal relationship described above has not yet begun, if the information on the breaches was acquired during the selection process or at other pre-contractual stages;
 - b) during the probationary period;
 - c) after dissolution of the legal relationship if the information on the breaches was acquired during the course of the relationship.

2. Subject of the report and excluded reports

The following reports can be made, indicated in the table below:

| <i>Number of employees</i> | <i>With Organisational and Management Model Italian Legislative Decree no.231/2001</i> | <i>Subject of the report</i> |
|----------------------------|--|--|
| with 50 or more | No | - European and national offences (see below points a) and b) (art. 3, para. 2, lett. a), Italian Legislative Decree no.24/2023) |

In more detail, the breaches indicated in the table above may concern:

- a) breaches of national or European provisions consisting of offences concerning the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist funding; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy protection and protection of personal data and security of networks and information systems;
- 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; iii) acts and conduct that defeat the object or purpose of the provisions of Union acts in the afore-mentioned areas;
- c) relevant unlawful conduct pursuant to Italian Legislative Decree 231/2001 or breaches of organisational and management models.

3. Reporting channels: internal, external, public disclosure

The Company has established an internal reporting channel that guarantees the confidentiality of the identity of the whistleblower, of the person involved and of the person in any case mentioned in the report, as well as the content of the report and of the related documentation.

Remember that the *whistleblowing* report must first be made using the internal channel.

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

4. Content and method of reporting

Whistleblowing can be performed if the following conditions are met:

- when there is information, including well-founded suspicions, concerning breaches, committed or which, on the basis of concrete elements, 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 breaches and
- such information is learned, or suspicions have arisen, within the work context. Reports

relating exclusively to the following cannot be taken into consideration:

- disputes, claims or requests related to a personal interest of the whistleblower;

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

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

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

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

- the whistleblower has previously made an internal and external report or has made an external report directly and no response has been given within the established deadlines regarding the measures envisaged or adopted to follow up on the reports;
- the whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest;
- the whistleblower has reasonable grounds to believe that the external report may involve the risk of retaliation or may not have effective follow-up due to the particular circumstances of the specific case, such as those in which evidence may be concealed or destroyed or in which there is a well-founded fear that the person who received the report may be in collusion with the perpetrator of the breach or involved in the breach itself.

- individual employment relationships or collaboration of the whistleblower with the Company, or with hierarchically superior figures;
- aspects of the reported person's private life, without any direct or indirect connection with the company and/or professional activity.

In addition, the following reports are not permitted:

- where they are pretentious, defamatory, libellous or aimed exclusively at damaging the reported person;
- where they are related to breaches that the whistleblower knows are unfounded.

Report contents

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

1. the **identification data** of the whistleblower as well as an address to communicate subsequent updates;
2. a **clear, complete and detailed description of the facts** being reported;
3. the **circumstances of the time and place** in which the fact being reported occurred and, therefore, a description of the facts being reported, specifying the details relating to the circumstantial information and where present also the methods by which the facts being reported were learnt of;
4. the **general information** or other elements that allow identification of the person(s) deemed responsible for the facts being reported;
5. the indication of **any other subjects** who may report on the facts being reported;
6. the indication of **any documents** that may confirm the substantiation of these facts;
7. **any other information** that may provide useful feedback on the existence of the facts being reported.
8. in the case of use of the analogue channel (*see below*), the **express declaration of wishing to benefit from the whistleblowing protections**, e.g. by inserting the words "reserved for the whistleblowing manager".

Reporting mode

whistleblowing reports can be made in the following ways⁴:



at the request of the reporting party through a direct meeting with the manager [*Manager composed of HR and Quality manager*] where the report will be recorded, or in the manner provided in §6 in case of conflicts of interest with the manager.

⁴In this regard, also in the context of the ANAC Guidelines, it is clarified that the choice of the method through which to make the report, whether written or verbal, is decided by the whistleblower. Instead, for the company **it is necessary to prepare both the written channel - analogue and/or electronic - and the verbal one**, with the need to make both available to the whistleblower. The alternative concerns, therefore, only the written form: the company can decide whether to use an online platform or opt for paper mail.



through the *Signalethic* platform, accessible via the address:
<https://bdfdigital.signalethic.it> The platform sends notifications to the manager.

A dedicated manual is available for the reporter user.

All the explanatory documentation for the management of reports is available to all personnel on the company's internal repositories and archives, which can also be accessed via the web (e.g. ECM)

Sending of reports

Whistleblowing reports must be sent to the Manager in accordance with the reporting channel adopted. In the case of the IT channel through the Signalethic platform, reports are sent directly to the persons identified as managers.

In the event of prolonged absence of the report receiver/manager, the general management is indicated as their substitute. Moreover, reports must also be addressed to the latter in the event that the manager of the report is in a state of conflict of interest pursuant to point 6 of this policy.

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

5. Report management

This procedure regulates the process of receiving, analysing and processing reports of illegal conduct of which the reporting party has become aware within the work context.

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

Receipt of the report

In the event that the report has been erroneously transmitted/received to/from a person not assigned to receive it, and it is evident that it is a whistleblowing report, they must promptly communicate its receipt to the whistleblowing manager, in any case within 7 (seven) days of such receipt, simultaneously communicating such transmission to the whistleblower, without prejudice to all the confidentiality obligations provided for in this policy which the same must also adhere to (and their consequent responsibility in the event of breach of the same).

The receiver shall issue to the whistleblower notice of receipt of the report within **seven days** from the date of receipt. The notice will be sent to the address indicated by the whistleblower and, if not indicated, the report will be archived.

Whistleblowing performed verbally - in the forms indicated in this Policy - with the consent of the whistleblower, is documented by the whistleblowing manager by recording on a device suitable for storage and listening or through a report.

In the event of a direct meeting with the whistleblower, this will be recorded or, if this does not happen or the whistleblower does not consent to the recording, the appropriate meeting report will be drawn up, which will be signed by both the manager and the whistleblower and of which a copy will be provided to the latter.

Relationships with the whistleblower and additions to the report

The receiver maintains discussions with the whistleblower and may request, if necessary, additions.

In the event of a report drawn up following a meeting with the whistleblower, the latter may verify, correct and confirm the report of the meeting by signing it.

Examination of the report

The recipient follows up on the reports received, assessing the existence of the legitimacy of the whistleblower and whether the report falls within the scope of the standard; an assessment of the circumstances of the time and place in which the event occurred will then follow.

At the end of the preliminary check:

- if the conditions do not exist, the report is **filed**, with reasons;
- if the conditions are met, the **investigation** is

initiated. Investigation

The recipient guarantees the correct conduct of the investigation through:

- the collection of documents and information;
- the involvement of external parties (in the event that it is necessary to make use of the technical assistance of third party professionals) or other company functions, who must collaborate with the whistleblowing manager;
- the consultation of any other internal/external subjects, where

necessary. The investigation is performed in accordance with the

following principles:

- the necessary measures are taken to prevent identification of the whistleblower and of the persons involved;
- the checks are performed by persons with the necessary preparation and the activities are documented and archived correctly;
- all parties involved in the evaluation maintain the confidentiality of the information received, unless otherwise provided by law;

- the verifications are performed ensuring the adoption of appropriate measures for the collection, use, disclosure and storage of personal information and ensuring that the needs of the investigation are balanced with that of privacy protection;
- the appropriate measures are guaranteed to manage any conflicts of interest if the report concerns the recipient.

Response to the whistleblower

Within three months from the date of the notice of receipt or, in the absence of such notice, within three months from the expiry of the seven-day period from submission of the report, the recipient shall provide feedback on the report, communicating alternatively:

- **the fact of archiving**, providing the reasons for the decision, or
- the **reasonableness** of the report and the fact of it being sent to the competent internal bodies responsible for its follow-up, or
- the activity performed and still to be performed (in the case of reports that involve, for the purposes of checks, a longer assessment activity) and any measures adopted (measures adopted or referral to the competent Authority).

6. Conflict of interest

If the whistleblower manager (or a member of the whistleblower team) has a conflict of interest, for example as a reported person or whistleblower, the whistleblower will be managed by the CEO or by the general management and the whistleblower will need to contact them without using the Signalethic platform.

7. Whistleblower protection and responsibility

Whistleblowers may not suffer any form of retaliation. In fact, the law provides that anyone who makes the report cannot be sanctioned, demoted, dismissed, transferred or subjected to another organisational measure that ends up having, directly or indirectly, negative effects on the working conditions, or effects of discrimination or retaliation against them.

The reasons that lead the person to report, denounce or publicly disclose are irrelevant for the purposes of their protection.

In the context of judicial or administrative proceedings, or even in out-of-court proceedings concerning the ascertainment of prohibited conduct against whistleblowers, it is presumed that such conduct was put in place due to the reporting, public disclosure or complaint to the judicial or accounting authority. The burden of proving that such conduct towards whistleblowers is motivated by reasons unrelated to the reporting, public disclosure or complaint remains with the whistleblower.

Moreover, the alleged discriminatory or retaliatory measures suffered must be communicated to ANAC, which alone is entrusted with the task of ascertaining whether the retaliatory measure is consequent to the

reporting of wrongdoing and of applying, in the absence of proof from the Company that the measure taken is unrelated to the reporting, an administrative pecuniary sanction.

Processing of personal data. Confidentiality

Any processing of personal data will be performed in accordance with Regulation (EU) 2016/679, Italian Legislative Decree no.196 of 30 June 2003 and arts 13 and 14 of the Decree; furthermore, failure to comply with the confidentiality obligations may result in disciplinary liability, without prejudice to any further liability provided for by law.

The information regarding the processing of personal data following the whistleblowing report is available on the company website.

The internal and external reports and the related documentation are kept for the time necessary to process the report and in any case **no later than 5 years** from the date of communication of the final outcome of the reporting procedure, in compliance with the obligations of confidentiality and protection of personal data.

Whistleblower liability

The Company guarantees the reported party the right to be informed (within a reasonable period of time) about any reports involving them, guaranteeing the right to defence where disciplinary measures are initiated against them.

This procedure also does not affect the criminal and disciplinary liability of the whistleblower in the event of slanderous or defamatory reporting pursuant to the Italian Criminal Code and art. 2043 of the Italian 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 damaging the reported person or other subjects, and any other hypothesis of improper use or intentional exploitation of the procedure itself, are also a source of liability, in disciplinary and in other competent proceedings.

8. Entry into force and amendments

This policy will come into effect on 17/12/2023. With its entry into force, all the provisions previously adopted on the subject, in any form communicated, must be considered repealed, if incompatible or non-conforming, as they are replaced by these.

The Company will provide the necessary publicity and will deliver a copy of the policy to each employee.

All employees may propose, when deemed necessary, motivated additions to this policy; the proposals will be examined by the General Management of the Company.

In any case, this policy remains subject to periodic review.