

PROCEDURE FOR MANAGING WHISTLEBLOWER REPORTS

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Approved by the Board of Directors on 21 December 2023

Introduction.

This procedure (the “**Procedure**”) governs the management of those Reports forwarded, pursuant to art. 6, para. 2-*bis* of Italian Legislative Decree no. 231/01, to the Company, and indeed: “*the models referred to in para. 1, letter a), envisage, pursuant to the Italian Legislative Decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition on retaliation and the disciplinary system, adopted pursuant to para. 2, letter e).*”

Article 1 – Purpose and scope of the application of the Procedure.

- 1.1.** This Procedure promotes the dissemination, within the Company, of the culture of legality, promoting the reporting of offences and breaches (*i*) by guaranteeing that the Whistleblower’s personal data shall be kept confidential (as well as that of the party or parties being reported), as well as (*ii*) by ensuring that no retaliatory, discriminatory or any other unfair action is taken against the Whistleblower as a result of their report.
- 1.2.** The Procedure, then, having identified its recipients as well as the scope of its application, defines, within the Company, the methods by which reports are received, examined and assessed, as well as the appropriate measures to adopt.

Article 2 – Approval of the Procedure and the Supervising Party.

- 2.1.** This Procedure, and any subsequent amendments, supplements or updates, is subject to approval by the Company’s Board of Directors.
- 2.2.** The party responsible for ensuring that the Procedure is implemented properly is the Supervisory Body (the “**Supervising Party**”).

Article 3 – Whistleblowers and scope of the application of the Procedure.

- 3.1** Pursuant to art. 3 of Italian Legislative Decree no. 24/2023, the following may make a report: employed workers (of the Company), self-employed workers and parties operating in a collaborative relationship, workers or collaborators who carry out work at the Company, who supply goods or services or who operate for third parties, freelance workers and consultants, volunteers and interns, paid and unpaid, shareholders and people with administrative, management, control, supervisory or representation roles or functions, even if such roles or functions are exercised on a purely de facto basis.

- 3.2** Reports can be made regarding: 1) Unlawful conduct relevant to Italian Legislative Decree no. 231/2001 or breaches of the Organisational Model; 2) Offences relating to acts of the European Union regarding certain sectors; 3) Acts or omissions that harm the European Union's financial interests (e.g. fraud); 4) Acts or omissions regarding the internal market (including: competition, state aid and tax violations); 5) Other acts or behaviour that impede the object or the purpose of the provisions referred to in European Union acts in the sectors indicated under nos. 3), 4) and 5).
- 3.3** Reports cannot be made regarding: personal interests relating to individual working relationships; breaches already governed by European Union or domestic laws (e.g. laws against money laundering or the financing of terrorism); breaches regarding national security and procurement with regard to defence issues.
- 3.4** Anonymous reports will not be considered.

Article 4 – How to make a report

- 4.1** Reports can be made in one of the following ways:

1. **corporate platform** accessible from <https://wbx.bmsec.it/olimpiasplendid>;
2. **direct meeting**, at the Whistleblower's explicit request. In this case, the Supervising Party shall arrange a meeting within fifteen (15) days from receiving such a request;
3. **letter in a sealed envelope** sent by physical mail addressed to the Supervising Party

- 3.2** The Whistleblower must supply every useful piece of information to allow the checks and investigations necessary to assess the grounds of the report to be carried out. It is, therefore, necessary that the report:

- a) describes, clearly and comprehensively, the circumstances of time and place relating to the actions or facts being reported;
- b) provides the personal details or other elements that allow the party (or parties) being reported to be identified;
- c) mentions any other parties that may be able to provide additional information regarding the actions or facts being reported;
- d) indicates or provides any documents, or any other information, that may help confirm the grounds upon which the report was made.

- 3.3** The Whistleblower must state whether they have a private interest connected with the report they are making.

Article 5 – Managing reports.

5.1 As part of the management of the internal reporting channel, the Supervising Party carries out the following activities:

- a)** issues the Whistleblower a notice of receipt for their report within seven (7) days from the date on which it was received;
- b)** maintains discussions with the Whistleblower and may request from them, where necessary, supplementary information;
- c)** diligently follows up on the reports received;
- d)** provides feedback on the report within three (3) months from the date of the notice of receipt or, in the absence of this notice, within three (3) months from the expiry of the term of seven (7) days from the submission of the report;
- e)** provides clear information on the channel, on the procedures and on the prerequisites for making an internal report, as well as on the channel, on the procedures and on the prerequisites for making an external report. The above information is displayed and made clearly visible in workplaces.

5.2 In the event that the Whistleblower makes a report to a party other than the Supervising Party, the recipient undertakes, within seven (7) days of receipt, to transmit the report to the competent party, giving simultaneous notice to the Whistleblower.

5.3 The Supervising Party directly manages the receipt, the examination and the assessment of reports made by Whistleblowers pursuant to the Procedure. Specifically, the Supervising Party is assigned the following responsibilities:

- (i) the preliminary examination and assessment of the reports received;
- (ii) having completed the preliminary examination and assessment *sub* (i), the classification of the reports received into:
 - a)* reports to be filed, if it appears from the outset that there is no breach, irregularity or obvious and/or reasonable requirements to take any measures;
 - b)* well-founded reports, if the relative breaches are found to actually exist;
 - c)* reports made in “bad faith”, if it appears from the outset that the report is manifestly opportunistic and/or made with the sole purpose of injuring the party (or parties) being reported as the perpetrator(s) of the breach, or reports made in any other case of improper use or intentional exploitation of the Procedure;

d) reports to be investigated further, including through launching, without delay, a specific *audit* activity (to be completed within a reasonably short period of time, as necessary from time to time depending on the case in question), for the purposes of the alternative classifications *sub a)*, *b)* and *c)*, above; in this case, the Supervising Party, on the basis of the additional information obtained from the investigations carried out, definitively assesses the reports received as attributable to the classifications *sub a)*, *b)*, or *c)* of this article.

5.4 For each report, the Supervising Party prepares a short report containing the findings and conclusions of the activities referred to in the previous phases. Reports are sent without delay by the Supervising Party to the Board of Directors by *e-mail*, for the attention of the Chairperson of the Board of Directors.

5.5 The Board of Directors, having also consulted with the Supervising Party, examines the reports sent as soon as possible and proposes, at its next meeting, the measures and necessary actions to be adopted, including the potential involvement of a Judicial Authority, where necessary. It is understood that company employees who are not members of the Board may not participate in the examination of reports.

5.6 The Supervising Party, upon receiving a report, shall keep the Whistleblower updated - as well as, where possible, the party (or parties) being reported - with regard to the progress made via *e-mail*.

Article 6 – Guarantee of confidentiality and protection.

6.1 Reports may not be used beyond that which is necessary to adequately follow up on them. The Whistleblower's identity, and any other information that may be used, directly or indirectly, to identify the same, may not be revealed, without the Whistleblower's express consent, to people other than those assigned to receive or to follow up on reports, who are also expressly authorised to process such data pursuant to articles 29 and 32, para. 4 of Regulation (EU) 2016/679 and article 2-*quaterdecies* of the Italian Personal Data Protection Code referred to in Italian Legislative Decree no. 196 of 30 June 2003.

6.2 As part of the disciplinary proceedings, the Whistleblower's identity may not be revealed where the dispute of the disciplinary charge is based on

investigations that are distinct from and additional to the report, even as a consequence thereof. If the dispute is founded, in whole or in part, on the report and knowledge of the Whistleblower's identity is fundamental to the accused party's defence, the report will only be usable for the purposes of the disciplinary proceeding in the presence of the Whistleblower's express consent to their identity being revealed.

- 6.3** Notice is given to the Whistleblower, through a written notification, of the reasons for revealing the confidential data, in the cases referred to in the previous article, as well as in the internal and external reporting procedures when revealing the identity of the Whistleblower and the information is fundamental to the defence of a party involved.
- 6.4** The Supervising Party safeguards the identity of the people involved and the people mentioned in the report until the conclusion of the proceedings initiated on the basis of the report in compliance with the same guarantees provided in favour of the Whistleblower.
- 6.5** The report is excluded from the access provided for by articles 22 *et seq.* of Italian law no. 241 of 7 August 1990, (*Access to administrative documents*), as well as by article 5 *et seq.* of Italian Legislative Decree no. 33 of 14 March 2013 (*Discipline regarding the obligations of publicity, transparency and dissemination of information by public administration entities*). This is without prejudice to paras. 1 to 8, in the internal and external reporting procedures, the person involved may be defended, or, at their request, is defended, including through a paper procedure through the acquisition of written observations and documents.
- 6.6** The Company guarantees that, with regard to the Whistleblower and against the same, no form of retaliation, discrimination or any other unfair action will be taken that has an effect on their working conditions for reasons related to the report made by them (including, purely by way of example, unjustified disciplinary actions, harassment at work and any other form of retaliation, discrimination or act that negatively affects their working conditions). The Company also prohibits any form of retaliation or discrimination that has an effect on the working conditions of those who collaborate in the *audit* activities or, in any case, the investigations and feedback regarding the grounds on which the report was made.
- 6.7** This Procedure is without prejudice to the Whistleblower's criminal liability and disciplinary liability in the event that they libel or defame someone, pursuant to provisions

in law. Also a source of liability in terms of disciplinary proceedings as well as potentially falling under the areas of competence of other entities, are reports made in “bad faith”.

Article 7 – Processing personal data

- 7.1** Any processing of personal data, including communications between the competent authorities, must be done in accordance with Regulation (EU) 2016/679, Italian Legislative Decree no. 196 of 30 June 2003 and Italian Legislative Decree no. 51 of 18 May 2018. The communication of personal data by European Union institutions, bodies, offices and agencies is done in compliance with Regulation (EU) 2018/1725.
- 7.2** Personal data that is clearly not useful for processing a specific report is not collected or, if collected accidentally, is deleted immediately.
- 7.3** The rights of the Data Subject, as referred to in articles 15 to 22 of Regulation (EU) 2016/679 may be exercised within the limits provided for by article 2-*undecies* of Italian Legislative Decree no. 196 of 30 June 2003.
- 7.4** Processing personal data relating to receiving and managing reports is done by designated parties, as Controllers, in compliance with the principles referred to in articles 5 and 25 of Regulation (EU) 2016/679 or by articles 3 and 16 of Italian Legislative Decree no. 51 of 2018, by providing suitable information to Whistleblowers and people involved pursuant to articles 13 and 14 of the same Regulation (EU) 2016/679 or by article 11 of the aforementioned Italian Legislative Decree no. 51 of 2018, as well as by adopting appropriate measures to safeguard the rights and liberties of Data Subjects.
- 7.5** The Company undertakes to identify technical and organisational measures that are suitable to ensure a level of security which is appropriate to the risks deriving from the processing carried out, on the basis of a data protection impact assessment, and regulating the relationship with any external parties who process personal data on their behalf pursuant to article 28 of Regulation (EU) 2016/679 or by article 18 of Italian Legislative Decree no. 51 of 2018.
- 7.6** The *privacy policy* is published on the Company’s website.

Article 8 – Storing documentation relating to Reports

- 8.1** Reports, internal and external, and the related documentation are stored in an IT platform for the time needed to process the

report and, in any case, for no more than five (5) years from the date on which the communication of the final outcome of the reporting procedure was sent, in compliance with the confidentiality obligations referred to in article 12 of this Decree and the principle referred to in article 5, para. 1, letter e) of Regulation (EU) 2016/679 and article 3, para. 1, letter e) of Italian Legislative Decree no. 51 of 2018.

- 8.2** If a recorded telephone line, or another recorded voice messaging system, is used to make a report, the report, subject to the Whistleblower's consent, is documented by the appointed personnel by recording it on a device suitable for storing and listening to the report, or by transcribing the recording. In the case of transcription, the Whistleblower may verify, rectify or confirm the contents of the transcription by signing it.
- 8.3** If a non-recorded telephone line, or another non-recorded voice messaging system, is used, the report is documented in writing by the appointed personnel through a detailed report of the conversation made. The Whistleblower may verify, rectify and confirm the contents of the transcription by signing it.
- 8.4** When, at the Whistleblower's request, the report is made orally during a meeting with the appointed personnel, it is, subject to the Whistleblower's consent, documented by the same appointed personnel by recording the conversation on a device suitable for storing and listening to the report, or by preparing minutes of the meeting. In the event that minutes are taken, the Whistleblower may verify, rectify and confirm the minutes of the meeting by signing them.

Article 9 – Reporting, disseminating, reviewing and updating the Procedure.

- 9.1** The Supervising Party is responsible for preparing, in compliance with the regulations on the protection of personal data, an annual report on the correct functioning of the Procedure, containing aggregate information on the results of the activity carried out following the reports received, which is approved by the Company's Board of Directors and made available to the Company's personnel. In the annual report, the Supervising Party may also propose amendments, supplements or updates (including by virtue of regulatory changes) to the Procedure, which are always submitted to the Company's Board of Directors for examination and approval.

9.2 The Supervising Party also ensures that the Procedure is widely available to and well understood by all Company personnel. The Procedure is also published on the Company's website: www.olimpiasplendid.it.