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# PROCEDURE FOR REPORTING ILLEGAL ACTS AND IRREGULARITIES (WHISTLEBLOWING)

EXCERPT FROM ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001

14 NOVEMBER 2024

## Contents

1.	SCOPE AND PURPOSE .....	3
2.	DEFINITIONS .....	3
3.	SCOPE OF APPLICATION .....	4
4.	SUBJECT OF REPORTS.....	5
5.	CONTENT OF REPORTS .....	6
6.	METHODS AND RECIPIENTS OF NOTIFICATIONS .....	6
7.	MANAGEMENT OF REPORTS .....	7
8.	PUBLIC DISCLOSURE AND REPORTING TO THE AUTHORITIES .....	9
9.	PROTECTION OF WHISTLEBLOWERS .....	9
10.	WHISTLEBLOWER’S RESPONSIBILITY .....	11
11.	RIGHTS OF THE REPORTED PERSON .....	11
12.	FILING OF DOCUMENTATION.....	11
13.	DISSEMINATION.....	11
14.	SANCTIONS .....	11

	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 3 OF 11
		14 NOVEMBER 2024

## 1. SCOPE AND PURPOSE

The purpose of the procedure for the management of reports is to guarantee confidentiality as to the identity of anyone who, in good faith, reports unlawful conduct that is relevant, under Legislative Decree 231/01 and other provisions, including anonymously, by establishing clear and identified information channels for the receipt, analysis and processing of the reports.

The purpose of this instrument is to enable the Company to prevent irregularities within the Organisation, acting in a timely manner to remedy and correct such irregularities through active, responsible involvement of all parties within the Organisation.

This procedure is an integral part of the Model and is therefore approved by the Board of Directors of the Company which, at any proposal of the Supervisory Board, is also responsible for updating and supplementing it.

## 2. DEFINITIONS

- Whistleblower: a natural person who makes a public denunciation or disclosure of information on violations learned of in the course of his or her professional activity;
  
- Retaliation: any conduct, act or omission, even if only attempted or threatened, committed by reason of the whistleblowing, report to the judicial or accounting authorities, or public disclosure and which causes or may directly or indirectly cause unjust damage to the whistleblower or the person who made the report. Retaliatory acts may take the form of:
  - dismissal, suspension or equivalent measures;
  - demotion or non-promotion;
  - a change in duties, change of workplace, reduction of salary, change of working hours;
  - the suspension of training or any restriction of access to it;
  - negative merit notes or negative references;
  - the imposition of disciplinary measures or other sanctions, including fines;
  - coercion, intimidation, harassment or ostracism;
  - discrimination or in any case unfavourable treatment;
  - failure to convert a fixed-term employment contract into an indefinite-term employment contract, where the employee has a legitimate expectation that their employment would be converted in this manner;
  - non-renewal or early termination of a fixed-term employment contract;
  - damage, including to an individual's reputation, particularly on social media, or economic or financial harm, including the loss of economic opportunities and loss of income;
  - the inclusion in inappropriate lists on the basis of a formal or informal sectoral or industrial 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 a contract for the supply of goods or services;
  - the cancellation of a licence or permit;
  - a request to undergo a psychiatric or medical examination.
  
- Person concerned: the person who, in any capacity, receives any whistleblowing report;

 TAMBURI INVESTMENT PARTNERS S.P.A.	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 4 OF 11 14 NOVEMBER 2024
-------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------	----------------------------------

- Reply: a communication to the Whistleblower of information on the follow-up undertaken or intended to be undertaken to a report;
- Whistleblowing: written or oral communication of information on violations;
- Internal Whistleblowing: the written communication of information on violations, presented through an internal reporting channel (a dedicated platform on which the sole recipient of reports sent is the external lawyer appointed by the Company for the purpose);
- External Whistleblowing: the written or oral communication of information on violations, submitted through the external reporting channel (a channel activated by the Italian National Anti-corruption Authority);
- Violations: conduct, acts or omissions that are detrimental to the public interest or the integrity of the public or private administration or entity and consist of:
  - 1) administrative, accounting, civil or criminal offences not included in numbers 3), 4), 5) and 6) below;
  - 2) significant unlawful conduct pursuant to Legislative Decree No. 231 of 8 June 2001, or breaches of the organisation and management models provided for therein, which are not covered by numbers 3), 4), 5) and 6) below;
  - 3) offences falling within the scope of the European Union or national acts indicated in the Annex to Decree 24/2023 or to national laws constituting the implementation of the European Union acts indicated in the annex to Directive (EU) 2019/1937, although not indicated in the annex to Decree 24/2023, relating to the following sectors: public contracts; financial services, products and markets and the prevention of money laundering and terrorist financing; 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 and personal data protection and security of networks and information systems;
  - 4) acts or omissions affecting the financial interests of the Union as referred to in Article 325 of the Treaty on the Functioning of the European Union, as specified in the relevant secondary legislation of the European Union;
  - 5) acts or omissions concerning the internal market, as referred to in Article 26(2) of the Treaty on the Functioning of the European Union, including infringements of European Union competition and State aid rules, as well as infringements concerning the internal market and relating to acts in breach of corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the object or purpose of the applicable corporate tax law;
  - 6) acts or conduct which undermine the object or purpose of the provisions of Union legislation in the areas indicated in points 3), 4) and 5) above.

### 3. SCOPE OF APPLICATION

This procedure applies to all persons, senior managers and subordinates, persons concerned by the Model and/or the Code of Ethics, i.e.:

 TAMBURI INVESTMENT PARTNERS S.P.A.	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 5 OF 11 14 NOVEMBER 2024
-------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------	----------------------------------

- a) Partners and Shareholders;
- b) the Board of Directors;
- c) Board of Statutory Auditors;
- d) the Supervisory Board;
- e) Employees in the private sector;
- f) those who, although not included in the category of Employees, operate for the Company and/or are under the control and management of the Company (for example: self-employed persons, including those indicated in Chapter I of Law 81/2017, together with those in collaborative relationship, contract staff who provide goods or services or who perform works in favour of third parties, volunteers and unpaid and unpaid trainees);
- g) those who, although external to the company, operate directly or indirectly for the company or with the company (for example: consultants, suppliers, clients);
- h) any other person who liaises with the Company in order to make the report;
- i) financial advisers, interns, contract/project workers and temporary workers;
- j) facilitators, understood as natural persons who assist whistleblowers in the reporting process, operating in the same professional context and whose assistance must be kept confidential;
- k) persons in the same working environments as the Whistleblower;
- l) work colleagues of the Whistleblower or of a person who has made a complaint to the judicial authorities.

The protection of Whistleblowers also applies if a disclosure or report to the judicial authority or public disclosure of information takes place in the following cases:

- when the legal employment relationship has not yet commenced, if information on violations was obtained during the selection process or in other pre-contractual stages;
- during the probationary period;
- after the relationship has terminated, if the information was obtained during the course of the relationship.

#### 4. SUBJECT OF REPORTS

In addition to what is indicated in the list of Violations set out in paragraph 2 (Definitions) of this procedure, reports contain detailed information concerning:

- significant unlawful conduct pursuant to Legislative Decree 231/01;
- violations of the Company's Organisational and Management Model or Code of Ethics;
- any other breach of company laws, regulations, policies, rules or procedures, including in particular, the breach of:
  - European directives and regulations on market abuse, privacy and anti-money laundering;
  - Legislative Decree 58/1998 "TUF";
  - Regulations on Markets, Issuers and Related Parties adopted by Consob;
  - Consob Guidelines and Communications;
  - Regulations and technical standards for operation on regulated markets;
  - Guidelines and technical standards issued by ESMA, etc.

They must be carried out to protect the integrity of the Company, in good faith and must be based on precise facts (no different interpretation) and concordant (more clues leading to the same direction), of which the

	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 6 OF 11
		14 NOVEMBER 2024

whistleblower has become aware as a result of the functions performed.  
Reports must not be directed to report situations of a purely personal nature.

## 5. CONTENT OF REPORTS

The whistleblower must provide all information necessary for the competent bodies to conduct due and appropriate checks and verifications to ascertain the validity of the facts reported.

To this end, the report should preferably contain:

1. a clear and complete description of the facts to be reported;
2. where known, the circumstances of the time and place in which they were committed;
3. if known, the details or other elements (such as the title and the service in which the activity is performed) that enable identification of the person(s) that have implemented the reported facts;
4. any other persons who may report the facts that are the subject of the report;
5. an indication of any documents that could confirm the validity of such facts;
6. any other information that may provide useful feedback on the existence of the reported facts.

## 6. METHODS AND RECIPIENTS OF NOTIFICATIONS

Reports may be received through the internal and external reporting channels in accordance with the conditions established in Legislative Decree 24/2023.

Management of the whistleblowing channels is entrusted to the external lawyer appointed by the Company, who is specifically trained to manage the channel.

Internal whistleblowing may take place through the dedicated portal named “Whistleblowing reports” which can be accessed from the company website or directly from the following address: <https://whistleblowing.tamburi.it> (hereinafter the “Portal”). The Portal is an accessible, two-way tool that facilitates personal encrypted communication connecting the user (hereinafter the “Whistleblower”) with the Receiver.

The use of encryption techniques on the platform ensures the complete confidentiality of the identity of persons making the report, both to third parties and to system administrators.

In any case, the confidentiality of the relationship and communication between the Whistleblower and the receiver is always guaranteed.

Access to the portal does not require any identification and enables the Whistleblower to receive, after making the report, a unique personal code for the report (the “Key Code”), which must be used to receive updates on the report and to add new information. When making a report, the Whistleblower may decide whether or not to reveal his or her identity.

If you decide not to disclose it, the Portal guarantees absolute anonymity.

After selecting the recipient, the portal presents a questionnaire to facilitate the collection of information and

 TAMBURI INVESTMENT PARTNERS S.P.A.	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 7 OF 11 14 NOVEMBER 2024
-------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------	----------------------------------

to accompany the report with any attachments.

The person concerned, having received notification that a new notification has been made, will view all entered reports by accessing the Portal. If the report does not apply, do not take it into account and inform the Whistleblower via chat that the information will not be continued.

If the report indicates a presumed irregularity/violation, the person concerned proceeds to examine the merits.

An internal report submitted to persons other than the Recipient shall be forwarded, within 7 days of its receipt, to the competent person. The Whistleblower is concomitantly notified of this transmission.

In the event that the Receiver mistakenly receives a report/request/exercise of a right by a data subject that should be addressed to the Data Protection Officer, they promptly forward it to the DPO, notifying the sending Whistleblower and retaining, if the procedures used permit, a copy of the communication sent to the DPO but taking care to delete attachments, deeds and documents relating to the request.

An external report may be issued if one of the following conditions pertain:

- i. there is no provision for mandatory activation of the internal whistleblowing channel or, even if mandatory, the channel is not active/compliant;
- ii. the Whistleblower has already made an internal report that has not been followed up;
- iii. the Whistleblower has good reason to believe that if an internal report is made, no effective action would be taken, or that the report could lead to a risk of retaliation;
- iv. the Whistleblower has reasonable grounds to believe that the breach could constitute an imminent or obvious danger to the public interest.

Reports may be addressed to the Italian National Anti-corruption Authority (ANAC) through an external report channel, either in writing – through the IT platform – or verbally through telephone lines, voice messaging systems, or through a face-to-face meeting at the Whistleblower's request.

An external report submitted to persons other than ANAC (other Authorities) must be forwarded, within 7 days of its receipt, by the Authority that mistakenly received it to the competent entity, i.e. ANAC. The Whistleblower is concomitantly notified of this transmission.

## 7. MANAGEMENT OF REPORTS

The external lawyer appointed by the Company as the Receiver is responsible for managing and verifying the validity of the circumstances represented in the report and undertakes to provide an acknowledgement of receipt to the Whistleblower within 7 days, if necessary requesting clarification from the Whistleblower, where strictly necessary.

The Receiver may listen directly to the author of the report or to the persons mentioned in the report and has the right, as required, to involve other competent company departments in order to manage the report, after having made it anonymous.

The actions to verify the validity of the circumstances represented in the reports will be carried out in accordance with the principles of impartiality and confidentiality, carrying out any action deemed appropriate and involving the competent company functions.

	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 8 OF 11
		14 NOVEMBER 2024

On conclusion of the investigation-prosecution stage and at any other stage of the proceedings, the Receiver assumes and justifies the resulting decisions, filing the report, where appropriate, or requesting that the Company make an assessment for disciplinary and sanction purposes of the findings and/or the appropriate interventions on the Model. The Receiver announces the result of the analysis to the Whistleblower with adequate justification.

If, on the other hand, the report is well-founded, the Receiver informs the whistleblower and, at the same time, provides similar information (by separate confidential communication) to the reported person.

If investigations carried out reveal situations of serious violations of the Model and/or the Code of Ethics or the Receiver has formed a well-founded suspicion that an offence has been committed, the Receiver shall immediately notify the report and its own evaluations promptly to the Board of Directors and, at the first possible meeting, to the Board of Statutory Auditors.

If the validity of the report emerges from the analysis and assessment, the Board of Directors will take the necessary measures to definitively remedy the breach and will implement any disciplinary measures deemed necessary against the personnel involved. In general, this means that:

- issue disciplinary measures for employees and contractors;
- request that the offices/areas responsible modify or supplement the company processes, controls and regulations on the basis of what has emerged;
- resolve to terminate ongoing service contracts;
- deciding on interventions for Directors and Statutory Auditors;
- sending reports to the competent supervisory authorities or bodies for the adoption of the appropriate measures;
- adopt any other measure deemed necessary.

If the report concerns a Director, that Director shall not participate in the formulation of the opinion and the relevant resolution. If, on the other hand, the report concerns a Statutory Auditor (including the Chairman of the Board), the remaining two Statutory Auditors shall be required to produce the opinion.

The reporting procedure (from receipt to the information phase to the Board of Directors) must be concluded as soon as possible, according to criteria that take account of the seriousness of the breach and the complexity of the report, in order to prevent the continuation of it from producing further aggravations for the Company. In any event, the procedure must be completed within three months of receipt of the report or of the acknowledgement of receipt.

## 7.1. Information flows

The Receiver shall prepare:

- an annual report for the corporate bodies on the results of activities carried out following any notifications received, in compliance with the rules on the protection of personal data, which must be approved by the Board of Directors and the Board of Statutory Auditors; the document will be devoid of references to the identity of the notifying parties;
- immediate reporting to the Chief Executive Officer (who will subsequently inform the Board of Directors and the Board of Statutory Auditors) in cases of gravity that require prompt action (urgent procedure)



	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 9 OF 11
		14 NOVEMBER 2024

- a possible report to the Judicial Authority, assessing the individual cases with the support of legal advice.

## 8. PUBLIC DISCLOSURE AND REPORTING TO THE AUTHORITIES

### *Public Disclosure*

A further method of reporting is for the Whistleblower to make a public disclosure, i.e. to place information on violations in the public domain through the press or by electronic means, or in any case by means capable of reaching a large number of people.

A Whistleblower that opts for this reporting method is subject to protection if, at the time of disclosure, one of the following conditions pertains:

- 1) an internal report, to which the Company did not reply, on the measures planned or adopted to follow up the report in the three months indicated, was followed by an external report to ANAC which, in turn, did not provide any feedback to the Whistleblower within a reasonable time;
- 2) the person has already made a direct report to the Italian National Anti-corruption Authority (ANAC) which, however, has not responded to the Whistleblower regarding measures planned or adopted to follow up the report;
- 3) the person directly makes a public disclosure because, on the basis of reasonable and well-founded grounds in the light of the circumstances of the particular case, he/she believes that the violation may constitute an imminent or obvious danger to the public interest;
- 4) the person directly makes a public disclosure because, again on the grounds set out above, he/she believes that external whistleblowing may lead to a risk of retaliation or may not be effective or followed up.

A person using the public disclosure channel is also subject to the protection measures established for the Whistleblower.

### *Reporting to the judicial authorities*

Whistleblowers may consider approaching the competent national judicial and accounting authorities to file a report of unlawful conduct they have become aware of in the context of their work.

## 9. PROTECTION OF WHISTLEBLOWERS

### 9.1. Confidentiality obligations regarding the identity of the Whistleblower

Except in cases where liability for libel and defamation can arise pursuant to the provisions of the Criminal Code or Article 2043 of the Civil Code and cases in which anonymity cannot be invoked by law (for example: criminal, tax or administrative investigations, inspections by control bodies), the identity of the Whistleblower is protected in any context after the reporting.

Accordingly, without prejudice to the above exceptions, the identity of the Whistleblower cannot be revealed without his/her express consent, and all persons who receive or are involved in handling the report are required to protect the confidentiality of this information.

With regard, in particular, to the scope of disciplinary proceedings, the identity of the Whistleblower may be revealed to the disciplinary authority and to the accused only in cases where:

- there is the express consent of the Whistleblower;
- the allegation of the disciplinary charge is based, in whole or in part, on the reporting and knowledge of the

	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 10 OF 11
		14 NOVEMBER 2024

identity of the Whistleblower is absolutely essential for the defence of the accused, provided that this circumstance is inferred by the latter and proven during a hearing or by means of statements of defence. In the latter case, the Whistleblower is notified, by written communication, of the reasons for the disclosure of confidential data, and of the internal reporting procedures when disclosure of the identity of the Whistleblower and of the information is essential for the defence of the person concerned.

The person concerned may also be consulted by means of written observations and documents in paper form.

## 9.2. Personal data processing

Any processing of personal data must be carried out in accordance with the GDPR.

Data that are manifestly not useful for the processing of a specific report should not be collected or, if collected accidentally, must be deleted immediately.

Personal data processing is performed by the Data Controller. The Whistleblower and persons involved are duly informed of this processing in accordance with Articles 13 and 14 of the GDPR.

The Receiver will process the data as the Processor in accordance with Article 28 of the GDPR. Accordingly, the Receiver will be appointed and provided with the relevant operating instructions for the processing of data.

Pursuant to Article 2 *undecies*, paragraph 1, letter f), of the Privacy Code, the rights set out in Articles 15 to 22 of the GDPR may be limited or may not be exercised by a request to the Data Controller if their exercise could result in an effective and real prejudice to the confidentiality of the identity of the whistleblowing employee who reports, pursuant to Law No. 179 of 30 November 2017, the offence of he/she has become aware of by reason of his/her office.

## 9.3. Prohibition of discrimination against a Whistleblower

The Company does not tolerate threats or retaliation – in the broad meaning of the definitions set out in Chapter 2 – of any kind against the Whistleblower or anyone involved in confirming the validity of the report.

It is understood that any disciplinary measures imposed for retaliatory purposes is hereby null and void.

## 9.4. Protection from Retaliation

Whistleblowers may report any retaliation they believe they have suffered to the Italian National Anti-corruption Authority (ANAC). In the cases of retaliation, the ANAC informs the National Labour Inspectorate for the latter to take action within its competence.

The ANAC may consult with the Civil Service Inspectorate and the Italian National Labour Inspectorate in order to gather evidence for an investigation of any retaliation.

Whistleblowers who have been dismissed as a result of a report, public disclosure, or complaint to the judicial or accounting authorities, are entitled to be reinstated to their position, as provided in Article 18 of Law 300/1970 and Article 2 of Legislative Decree 23.2015.

 TAMBURI INVESTMENT PARTNERS S.P.A.	<b>ORGANISATION MANAGEMENT AND CONTROL MODEL. 231/2001</b>	PAGE 11 OF 11 14 NOVEMBER 2024
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## 10. WHISTLEBLOWER'S RESPONSIBILITY

It is the responsibility of the whistleblower to make reports in good faith and in accordance with the spirit stated by law. This procedure is without prejudice to the criminal and disciplinary liability of the whistleblower in cases of malicious or defamatory reporting pursuant to the Italian Criminal Code and Article 2043 of the Italian Civil Code.

Any forms of abuse of the *whistleblowing* procedure, such as manifestly opportunistic reports and/or reports made solely for the purpose of damaging the reported or other persons, and any other case of improper use or intentional exploitation of the institution subject to this procedure, are also a source of responsibility, both in the disciplinary proceedings and in the other competent bodies.

## 11. RIGHTS OF THE REPORTED PERSON

During the verification and assessment of possible offences, the individuals subject to the report may be involved or notified of this activity but, in no case will a procedure be initiated solely on the basis of the report, in the absence of concrete evidence regarding its content. This could only take place on the basis of other evidence identified and ascertained as of the notification.

All of the above, in compliance with the express provisions of EU Regulation 2016/679 on the processing of personal data.

## 12. FILING OF DOCUMENTATION

The Receiver is required to document reports received through the storage of electronic and/or paper documents, in order to ensure full traceability of actions taken to fulfil its institutional functions.

Documents in electronic format are stored in a computer archive protected by authentication credentials known only to the Receiver and by persons expressly authorised by the Receiver.

In the event of reports produced in clear bad faith, the Receiver reserves the right to file them, deleting the names and elements that can allow the identification of the persons reported.

Paper documents are stored in an archive that is accessible only to the Receiver or to persons expressly authorised by it.

The data collected and archived will be kept by the Receiver - for a period of 5 years, in accordance with the provisions of EU Regulation No 2016/679.

## 13. DISSEMINATION

This procedure is available in a dedicated Whistleblowing section of the Company website, which is accessible to external persons. Each employee is required to read it immediately.

## 14. SANCTIONS

In addition to the sanctions expressly provided for by Legislative Decree 24/2023, any further violation will be pursued in accordance with the National Collective Labour Agreement applicable to persons responsible for such violations.