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WHISTLEBLOWING POLICY

Introduction

The European Union, with Directive 2019/1937, renewed the legislation concerning the protection of persons who report breaches of 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 of 10 March 2023 no. 24 (hereinafter the "Decree").

By adopting this Policy, the company Stam Spa (hereinafter, the "Company") intends to comply with the aforementioned regulatory provisions, as well as with the guidelines provided in this regard by ANAC [Italian Anti-Corruption Authority].

The objective pursued is to provide the whistleblower, i.e. the person who reports violations, with clear operating instructions on the subject, content, recipients, and means of transmission of the reports.

The whistleblowing procedure guarantees the confidentiality of the identity of the whistleblower from the moment of receipt and in any contact afterwards. Pursuant to Art. 5, para. 1(e) of the Decree, this policy therefore provides information on the channels, procedures, and prerequisites for making internal and external reports.

1. Reporting subjects

Reports may be made by the following parties:

- a) employees, including workers who perform:
 - part-time, intermittent, fixed-term, supply, apprenticeship and ancillary work (the employment relationship of whom is governed by (It.) Legislative Decree No. 81/2015);
 - occasional services (pursuant to Art. 54-bis of (It.) Decree-Law no. 50/2017, conv. by (It.) Law no. 96/2017);
- b) the self-employed
 - with a work contract (Art. 2222 of the It. Civil Code);
 - with a collaborative relationship (as referred to in Art. 409 of the (It.) Code of Civil Procedure), such as agency, sales representation and other collaborative relationships resulting in the performance of continuous and coordinated work, mainly of a personal nature, even if not of a subordinate nature;
 - with a collaboration relationship that takes the form of exclusively personal, continuous work, the manner of which is organised by the principal;



- c) collaborators who work for entities that supply goods or services or perform works for the Company;
- d) freelancers and consultants working for the Company;
- e) volunteers and paid and unpaid trainees working for the Company;
- f) the shareholder and persons holding administrative, management, control, supervisory or representative offices, even where such roles are exercised on a de facto basis at the Company (e.g. members of the Board of Directors or the Supervisory Board).

The protection of whistleblowers (Art. 7 of this Policy) also applies if the report, official complaint 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 on violations has been acquired during the selection process or at other pre-contractual stages;
- b) during the probationary period;
- c) after the termination of the legal relationship if the information on violations was acquired in the course of that relationship.

2. Subject of the report and excluded reports

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

<i>Number of employees</i>	<i>With Organisation and Management Model purs. to (It.) Legislative Decree no. 231/'01</i>	<i>Subject of the report</i>
with 50 or more	Yes	<ul style="list-style-type: none">- offences set out in (It.) Legislative Decree no. 231/2001 (see point c below)- violations of the Model (see point c below)- European and national offences (see points a) and b) below) (art. 3, para. 2(b), second sentence, It. Legislative Decree no. 24/2023)



More specifically, the violations listed in the table above may concern:

- a) infringements of national or European provisions consisting of offences in the following areas: public procurement; services, products and financial markets and 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; protection of privacy and personal data and security of networks and information systems;
- b) infringements of European provisions consisting of: i) acts or omissions detrimental to the Union's financial interests; ii) acts and omissions relating to the internal market; iii) acts and behaviour that undermine the object or purpose of the provisions of Union acts in the areas referred to above;
- c) unlawful conduct relevant under (It.) Legislative Decree 231/2001 or breaches of organisation and management models.

3. Reporting channels: internal, external, public disclosure

The Company has set up an internal reporting channel that guarantees the confidentiality of the identity of the person making the report, that of the person involved and that of the person mentioned in the report, as well as the content of the report and the relevant documentation.

Please remember that whistleblowing reports must first be submitted using the internal channel.

Reporting through the external channel, set up and managed by ANAC, can only be carried out under certain conditions¹ and public disclosure under even stricter conditions², without prejudice to the possibility of reporting to the judicial authorities.

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

- there is no compulsory activation of the internal reporting channel within the work context, or this channel, even if compulsory, 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 was not followed up;
- the reporting person has reasonable grounds to believe that, if he or she were to make an internal report, the report would not be effectively followed up or that the report might lead to a risk of retaliation;
- the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

It is suggested to keep this note when drafting the policy.

² Whistleblowers may directly make a **public disclosure** when:



4. Content and means of submitting the reports

Whistleblowing reports may be made if the following conditions are met:

- when there is information, including well-founded suspicions, concerning breaches of national or European Union law committed or likely to be committed that affect the public interest or the integrity of the Company, as well as concerning conduct aimed at concealing such breaches and
- such information is learnt, or suspicions have arisen, in the context of work.

Reports that exclusively pertain to the following may not be taken into consideration:

- objections, claims or demands linked to an interest of a personal nature of the reporting person;
- individual employment or collaboration relationships of the whistleblower with the Company, or with hierarchically superior figures;
- aspects of the private life of the person to whom the report refers, without any direct or indirect connection with the business and/or professional activity.

Moreover, reports that have the following characteristics are not allowed:

- specious, defamatory, slanderous or aimed solely at harming the reported person;
- concerning violations that the reporting person knows to be unfounded.

Content of the report

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- the reporting person has previously made an internal and an external report, or has made an external report directly and has received no response within the prescribed time limits on the measures envisaged or taken to follow up the reports;
 - the reporting person has reasonable grounds to believe that the breach may constitute 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 due to the specific circumstances of the case, such as where evidence may be concealed or destroyed, or where there is a well-founded fear that the recipient of the report may be colluding with or involved in the perpetrator of the violation.



The report, **on pain of inadmissibility**, must contain:

1. the **identification data** of the reporting person, except for indications concerning anonymous reports, as well as an address to which subsequent updates can be sent;
2. the **clear, full and detailed description of the facts** reported;
3. the **circumstances of time and place** in which the reported fact occurred and, therefore, a description of the facts that are the subject of the report, specifying the details of the circumstantial information 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 make it possible to identify the person(s) held responsible for the facts reported;
5. an indication of **any other persons** who may report on the facts being reported;
6. an indication of **any documents** that may confirm the validity of these facts;
7. **any other information** that may provide useful feedback on the existence of the reported facts.
8. in the case of the use of the analogue channel (*see below*), the **express declaration that the reporting person wishes to benefit from the whistleblowing protections**, e.g. by inserting the words “reserved for the person handling the report”.

Means of reporting

Whistleblowing reports can be made in the following ways:



by ordinary mail, by inserting the report in two sealed envelopes, including, in the first envelope, the identification data of the reporting person, together with an identity document; in the second envelope, the subject of the report; both envelopes must then be placed in a third envelope marked “reserved for the person handling the reports” on the outside and addressed to: Laura Bragato, attorney-at-law, c/o Unisef S.c.a.r.l., piazza delle Istituzioni 12, 31100 Treviso



at the request of the whistleblower through a direct meeting with the person handling the reports, Laura Bragato, attorney-at-law. The request must be made by ordinary mail, addressed to: Laura Bragato, attorney-at-law, c/o Unisef S.c.a.r.l., piazza delle Istituzioni 12, 31100 Treviso



Transmission of the reports

Whistleblowing reports should be sent to: Laura Bragato, attorney-at-law, c/o Unisef S.c.a.r.l., piazza delle Istituzioni 12, 31100 Treviso, in accordance with the reporting channel adopted.

Lastly, please note that the receipt of reports is suspended during the periods when Unisef S.c.a.r.l is closed for holidays (Christmas period and three weeks in August)

5. Report management

This procedure regulates the process of receiving, analysing, and processing reports of unlawful conduct of which the reporting person has become aware in the context of his/her work.

Within the framework of the management of the internal reporting channel, the person handling the reports (hereinafter also referred to as the “handler” or “receiving party”) operates in the following ways:

Receipt of the report

In the event that the report has been mistakenly transmitted/received to/from a person not appointed to receive it, and it is clear that it is a whistleblowing report, it shall be the latter’s obligation to promptly acknowledge receipt thereof to the person handling the report, in any event within 7 (seven) days of such receipt, simultaneously notifying the person handling the report of such transmission, without prejudice to all confidentiality obligations envisaged by this policy also on the person handling the report (and his or her consequent liability in the event of breach thereof).

The person handling the report issues the reporting person with an acknowledgement of receipt of the report within **seven days** of its receipt. The notice will be sent to the address indicated by the reporting person and, if not indicated, the report will be filed.

Anonymous reports are recorded and their documentation is kept.

The Company will archive the reports received by ordinary mail through appropriate means that guarantee confidentiality.

Reports made verbally - in the forms set out in this Policy - with the consent of the person making the report, shall be documented by the person handling the report by means of a recording on a device suitable for storage and listening or by means of minutes.

In the event of a face-to-face meeting with the reporting person, a recording of the meeting will be made, or, if this is not done or if the reporting person does not consent to the recording, minutes of the meeting will be drawn up and signed by both the handler and the reporting person, a copy of which will be provided to the latter.

Relations with the reporting person and additions to the report



The person handling the report maintains contact with the reporting person and may request additions if necessary.

In the case of minutes drawn up following a meeting with the reporting person, the latter may verify, rectify, and confirm the minutes of the meeting by signing them.

Examination of the report

The person handling the report follows up on the reports received, assessing the existence of the reporting person'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 **filed**, stating the reasons;
- if the prerequisites are met, the **investigation** is initiated.

Investigation

The person handling the report ensures the proper conduct of the investigation by means of:

- the collection of documents and information;
- the involvement of external parties (where the technical assistance of third-party professionals is required) or other corporate departments, which are obliged to cooperate with the person handling the report;
- hearing any other internal/external parties, where necessary.

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

- the necessary measures are taken to prevent the identification of the reporting person and of the persons involved;
- the checks are conducted by persons with the necessary training and the activities are tracked and archived correctly;
- all those involved in the evaluation maintain the confidentiality of the information received, unless otherwise provided for by law;
- the checks are carried out by ensuring that appropriate measures are taken for the collection, use, disclosure, and storage of personal information and by ensuring that the needs of the investigation are balanced against the need to protect privacy;



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- appropriate measures are guaranteed to manage possible conflicts of interest if the report concerns the recipient.

Feedback to the reporting person

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

- the report's **filing**, giving reasons for the decision, or
- the **merits** of the report and sending it to the competent internal bodies for follow-up, or
- the activity carried out and still to be carried out (in the case of reports involving a more time-consuming verification activity) and any measures taken (measures taken or referral to the competent authority).

6. Protection of the reporting person and his/her liability

Whistleblowers may not suffer any form of retaliation. Indeed, the law envisages that whistleblowers may not be sanctioned, demoted, dismissed, transferred, or subjected to any other organisational measure that ends up having, directly or indirectly, negative effects on their working conditions, or discriminatory or retaliatory effects against them.

A person's motives for reporting or publicly disclosing are irrelevant to his or her protection.

In the context of judicial or administrative proceedings, or even out-of-court proceedings aiming to ascertain prohibited conduct against whistleblowers, it shall be presumed that such conduct occurred as a result of the whistleblowing, public disclosure or official complaint to the judicial or accounting authorities. The burden of proving that such conduct towards whistleblowers is motivated by reasons unrelated to the reporting, public disclosure or official complaint remains with the person who has 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 report of wrongdoing and applying, in the absence of proof by the Company that the measure taken is unrelated to the report, an administrative pecuniary sanction.

Processing of personal data. Confidentiality



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

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

The internal and external reports and related documentation are kept for as long as necessary to process 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.

Liability of the reporting person

The Company guarantees the whistleblower the right to be informed (within a reasonable period of time) of any reports involving him/her, guaranteeing the right of defence where disciplinary measures are initiated against him/her.

This procedure is also without prejudice to the criminal and disciplinary liability of the whistleblower in the event of a slanderous or defamatory report under the (It.) Criminal Code and Art. 2043 of the (It.) Civil Code.

Any form of abuse of the whistleblowing reporting procedure, such as reports that are manifestly unfounded and/or made with the sole purpose of harming the reported person or other persons, and any other case of improper use or intentional exploitation of the procedure itself, shall also give rise to liability in disciplinary and other competent fora.

8. Entry into force and amendments

This policy will enter into force on 17/12/2023. Upon its entry into force, all provisions previously adopted in this matter, in whatever form they may be communicated, shall be deemed repealed, insofar as they are incompatible or inconsistent, since they are superseded hereby.

The Company will take steps for the necessary publicity by publishing the policy and the information on the processing of personal data within the scope of the whistleblowing policy on the company's website, and will deliver a copy of the policy to each employee through online publication in the "employee portal".

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

This policy is, however, subject to periodic review.



The Company Stam Spa