

## **Whistleblowing Procedure:**

### **The confidential reporting channel for violations of National or EU regulations**

The aim of the “Whistleblowing” regulation is to protect people who report violations of National or European Union regulations that harm the public interest or the integrity of the public administration or private entity (in this case the Company Bencarni S.p.A., from now on only *Bencarni*), which they have become aware of in a work context.

Excluded from the protection of the “Whistleblowing” legislation (Italian L.D. No. 24 of 10 March 2023) are all those reports that concern disputes, claims or requests of a personal nature that relate exclusively to one's own individual employment relationship, or inherent to one's own employment relationship with hierarchically superior figures.

The purpose of this procedure is to:

- ✓ Fulfil regulatory obligations under Italian L.D. No. 24 of 10 March 2023 so-called “Whistleblowing”;
- ✓ Manage company reports;
- ✓ Identify the figures, roles and responsibilities in the Whistleblowing system;
- ✓ Make all employees, self-employed persons, consultants, volunteer trainees, shareholders, directors, control and supervisory bodies (board of statutory auditors and accountants) aware of and involved in the adoption of the Whistleblowing reporting system;
- ✓ Promote and disseminate a culture of corporate transparency by increasing awareness of perceived wrongdoing.

#### Scope of application

The Consolidated Whistleblowing Act (Italian L.D. No. 24 of 10 March 2023) applies to all private entities that

- 1) have employed an average of at least fifty employees with permanent or fixed-term employment contracts in the last year;
- 2) sectors defined as sensitive by Union acts fall within the scope of application even if in the last year they have NOT reached the average of at least 50 employed workers (receiving stolen goods and money laundering)
- 3) they fall within the scope of application of Italian L.D. 8 June 2001, n. 231, and adopt organisation and management models envisaged therein, EVEN if in the last year they have not reached the average of 50 employed workers.

*Bencarni* adopts this procedure as it falls under points 1 and 3 above.

#### Duties and responsibilities

The appointed supervisory body pursuant to Art. 6 of Italian L.D.No. 231 of 8 June 2001 is the body responsible for receiving Whistleblowing reports, by resolution of the Bencarni Board of Directors of 05/11/2018.

All employees, self-employed workers, collaborators, consultants, trainees, company interns, shareholders and company administration, management, control, supervisory or representative personnel (Board of Directors, Board of Statutory Auditors, Auditors), have a duty to report any wrongdoing.

#### Reference standards.

The reference standards for this procedure are:

- Italian L.D. no. 24 of 10 March 2023;
- European Directive No. 2019/1937;
- Italian LAW of 30 November 2017, no. 179;
- Italian L.D. 231 of 8 June 2001.

## Terms and Definitions

*Whistleblower:* The whistleblower is the person who reports, discloses or denounces to the judicial or accounting authorities violations of national or European Union law that harm the public interest or the integrity of the public administration or the private body, of which he/she has become aware in a public or private employment context.

*Information on the violations:* information, including well-founded suspicions, concerning violations committed or which, on the basis of concrete elements, could be committed in the organisation with which the reporting person or the person lodging the complaint with the judicial or accounting authorities has a legal relationship (employment contract, management or control), as well as elements concerning conduct aimed at concealing such violations;

*Report:* the written or verbal communication of information on violations;

*Internal report:* the written or verbal communication of information on violations, submitted through the internal reporting channel

*External report:* the written or verbal communication of information on violations, submitted through the external reporting channel (ANAC - National Anti-Corruption Authority);

*Public disclosure:* making information about violations publicly available through print or electronic media or otherwise through means of dissemination capable of reaching a large number of people;

*Reporting person:* the natural person who makes a report or public disclosure of information on violations acquired in the context of his/her work context;

*Facilitator:* a natural person who assists a reporting person in the reporting process, operating within the same work context and whose assistance must be kept confidential;

*Employment context:* the work or professional activities, present or past, carried out in the context of legal relations with the company, through which, regardless of the nature of such activities, a person acquires information about violations and in the context of which he/she could risk suffering retaliation in the event of a public disclosure or complaint to the judicial or accounting authorities;

*Person involved:* the natural or legal person mentioned in the internal or external report or in the public disclosure as the person to whom the violation is attributed or as a person otherwise implicated in the reported or publicly disclosed violation;

*Retaliation:* any conduct, act or omission, even if only attempted or threatened, occurring as a result of the report, judicial or accounting authority report or public disclosure and which causes or may cause the reporting person or the person making the complaint, directly or indirectly, unjust damage;

*Follow-up:* the action taken by the entity entrusted with the management of the reporting channel to assess the existence of the reported facts, the outcome of the investigation and any measures taken;

*Anonymous reports:* reports without any element that allow their author to be identified.

*Acknowledgement:* communication to the reporting person of information on the follow-up given or intended to be given to the report;

*Subjects of the public sector:* the public administrations referred to in Article 1(2) of Italian L.D. No. 165 of 30 March 2001; the independent administrative authorities responsible for guaranteeing, supervising or regulating; economic public bodies; publicly controlled companies within the meaning of Art. 2359 of the Italian Civil Code, even if listed; in-house companies, even if listed; bodies governed by public law referred to in Art. 3(1)(d) of Italian L.D. No. 50 of 18 April 2016; public service concessionaires.

*Private sector subjects:* Subjects other than those falling within the definition of public sector subjects.

## Reports

Bencarni has already implemented an internal reporting system as provided for in Art. 6 of Italian L.D. No. 231 of 8 June 2001 on the administrative liability of entities.

Italian L.D. 24/2023 brings together in a single regulatory text the entire discipline of reporting channels and the protections afforded to whistleblowers in both the public and private sectors. This results in an organic and uniform regulation aimed at greater protection of the whistleblower, who is thus better incentivised to report wrongdoing within the limits and in the manner set out in the decree.

### Who can report

For Bencarni, reports may be submitted by persons acting in the capacity of:

- employees;
- self-employed persons who carry out their work on behalf of Bencarni;
- collaborators, freelancers and consultants working on behalf of Bencarni;
- volunteers and paid and unpaid trainees at Bencarni,
- shareholders;
- company administration, management, control, supervision or representation personnel (Board of Directors, Board of Statutory Auditors, Auditors), even where such functions are exercised on a de facto basis, at Bencarni.

### When to report

Reports can be made:

- when the legal relationship is ongoing;
- during the probationary period;
- when the legal relationship has not yet begun, if information on violations was acquired during the selection process or at other pre-contractual stages;
- after termination of the legal relationship if the breach information was acquired before termination of the relationship (e.g. retirement).

### What can be reported

The reports may refer to conduct, acts or omissions that harm the public interest or the integrity of the public administration or private entity and that consist of:

- *Violation of national regulatory provisions;*
- Administrative, accounting, civil or criminal offences;
- Illegal conduct relevant under Italian L.D. No. 231 of 8 June 2001 (predicate offences - for example: Misappropriation of funds, fraud to the detriment of the State, a public body or the European Union for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement), or violations of the organisation and management models provided for therein;
- *Breaches of European regulatory provisions*
- Offences falling within the scope of European Union acts 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; privacy and personal data protection and security of networks and information systems;
- Acts or omissions affecting the financial interests of the Union;
- Acts or omissions concerning the internal market (e.g. competition and state aid violations);
- Acts or conduct that frustrate the subject or purpose of the provisions of Union acts.

#### Reports may relate to:

- information on conduct aimed at concealing the above violations;
- unlawful activities that have not yet taken place but which the whistleblower reasonably believes may take place in the presence of concrete, precise and concordant elements;
- well-founded suspicions;
- The violations reported must be those that are typified and affect the interest of the entity;

These provisions do not apply to disputes, claims or demands related to a personal interest of the reporting person that relate exclusively to his/her individual employment relationships.

#### Content of the report

The whistleblower must provide all useful elements to enable the due and appropriate checks and verifications to be carried out to ascertain whether the reported facts are well-founded.

To this end, the report must preferably contain the following elements:

- Personal details of the reporting party, with a statement of the role and function performed (except if anonymous)
- A clear and complete description of the facts being reported;
- The circumstances of time and place in which the acts were committed (if known);
- Personal details or other elements (functions, qualification) enabling the identification of the person who perpetrated the reported facts, (if known);
- An indication of any other persons who may provide information on the facts being reported;
- The indication of any documents that can confirm the occurrence of the reported facts;
- Any other information that may provide feedback on the veracity of the facts reported;

Anonymous reports, i.e. without any elements enabling their author to be identified, will only be taken into account if they are adequately substantiated and made with a wealth of details, i.e. if they are such as to bring to light facts and situations relating them to specific contexts (e.g. indications of names or particular qualifications, mention of specific functions or tasks, particular proceedings or events, etc.)

#### How to report

The following reporting modes may be used:

- a) internal reporting channel;
- b) external channel (managed by the ANAC - National Anti-Corruption Authorities);
- c) public disclosure;
- d) complaint;

The choice of the reporting channel is no longer left to the discretion of the whistleblower, as the internal channel is favoured as a matter of priority and, only if one of the conditions set out in point b) of this paragraph is met, can an external report be made.

#### **a) Internal channel**

Bencarni, after discussions with the trade unions referred to in Article 51 of Italian L.D. no. 81 of 2015, (where present) activated its own reporting channel,

- Personal contact with one of the members or with the individual member in the case of a single-member body and joint drafting of a reporting document;
- Verbal form (dedicated telephone line)  
By calling +39 059 2914890 and leaving a recorded message, after listening to and accepting the information on operating methods and privacy aspects;
- IT platform - which guarantees anonymity - set up at the following address  
<http://www.bencarni.it/segnalazioniodv/>;

- Written reports, also possibly in anonymous form, in a sealed envelope sent to the address: Supervisory Board BENCARNI S.p.A. - c/o IURECONSULTING, Str. Scaglia Est, 31/A, 41126 Modena, indicating 'PERSONAL AND CONFIDENTIAL'. In such a case, the envelope, still sealed, must be delivered

exclusively to the Chairman of the Supervisory Board in the case of a collective body or to the Supervisory Board appointee in the case of a single-member body.

The reporting modalities guarantee the confidentiality of the identity of the person making the report, the person involved and the person mentioned in the report, as well as the content of the report and of the relevant documentation.

The management of the internal reporting channel is entrusted to the supervisory body, as an external and autonomous body, appointed pursuant to Art. 6 of Italian L.D. 231/2001, and composed of personnel specifically trained to handle reports.

Reports shall be made in writing, also in computerised form, or verbally. Internal reports in verbal form are made, at the request of the reporting person, by means of a face-to-face meeting with the supervisory body, set within a reasonable period of time.

The confidentiality of the report is also guaranteed by the explicitly accepted confidentiality clause and the ethical obligations of confidentiality of the professionals entrusted with this function.

Internal reports and related documentation are retained by the supervisory body 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 confidentiality obligations set out in European and national data protection legislation.

#### b) External channel (managed by the ANAC - National Anti-Corruption Authority)

The competent authority for external reports, including from the private sector, is the ANAC - National Anti-Corruption Authority ([www.anac.it](http://www.anac.it)). It is only possible to report to the Authority if one of the following conditions is met:

- the internal reporting channel is either not active or not in compliance with the standard;
- 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/she were to make an internal report, the report would not be effectively followed up or that the report might give rise to the 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.

#### c) Public disclosure

Public disclosure means placing information about violations in the public domain through print or electronic media or otherwise through means of dissemination capable of reaching a large number of people.

A reporting person who makes a public disclosure benefits from the protection provided for in this procedure and in the applicable legislation (Italian L.D. 24/2023) if, at the time of the public disclosure, one of the following conditions is met:

- the reporting person has previously made an internal and an external report, or has made an external report directly and no response has been received 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 violation may constitute an imminent or obvious danger to the public interest;

- the reporting person has reasonable grounds to believe that the external report may entail 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 in the perpetrator of the violation or involved in the violation itself.

#### d) Complaint

The whistleblower proceeds directly to report the matter to the competent judicial or accounting authority in accordance with the applicable legislation, should he/she consider it necessary or urgent.

### Internal reporting management

The Supervisory Board pursuant to Art. 6 of Italian L.D. 231/2001, which is entrusted with the management of the internal reporting channel, performs the following activities:

- a) issues the reporting person with an acknowledgement of receipt of the report within seven days of receipt; (the acknowledgement of receipt will be communicated to one of the identified contacts described in the report; if the report remains anonymous, the described acknowledgement of receipt cannot be communicated)
- b) maintains contact with the reporting person and may request additional information from the latter if necessary (if contact details are left)
- c) diligently follows up on the reports received;
- d) provides acknowledgement of the report within three months of the date of the acknowledgement of receipt or, in the absence of such notice, within three months of the expiry of the period of seven days from the submission of the report (the provisions of point a apply)
- e) provides clear information on the channel, procedures and prerequisites for making internal reports, as well as on the channel, procedures and prerequisites for making external reports. The aforementioned information is displayed and made easily visible in the workplace (virtual notice board), as well as accessible to persons who, although not attending the workplace, have a legal relationship with the company at <http://www.bencarni.it/segnalazioniodv/>

### Whistleblower protection

Whistleblowing legislation protects the good faith of the whistleblower at the time of the report. The standard sets forth that the reporting person will only benefit from the protections afforded by the law if, at the time of reporting, he/she had reasonable grounds to believe that the information about the reported, publicly disclosed violations or violations to which the complaint refers was true.

### Protection of confidentiality

Reports may not be used beyond what is necessary for proper follow-up. The identity of the whistleblower may not be disclosed to persons other than those competent to receive or follow up reports.

The prohibition to disclose the identity of the whistleblower refers not only to the name of the whistleblower but also to all the elements of the report, from which the identification of the whistleblower can be derived, even indirectly.

The identity of the whistleblower is also protected in the event of criminal, accounting and disciplinary proceedings.

The identity of the persons involved and of the persons mentioned in the report is also protected until the conclusion of the proceedings initiated on account of the report, in compliance with the same guarantees provided for in favour of the reporting person.

This is without prejudice to the application of national or European Union provisions on: legal and medical professional secrecy and the secrecy of court deliberations.

In internal reporting procedures, the person involved can be heard, or, upon request, is heard, also through a paper-based procedure through the acquisition of written observations and documents.

### Anonymous reporting

This reporting system provides for the possibility for the reporter to make reports in an anonymous format, with the possibility in any case of disclosing his/her identity to the supervisory body at a later stage of the investigation.

In the case of anonymous reports, the reporter may not receive acknowledgement of receipt of the report within 7 days, may not receive feedback within three months, and may not be contacted for further information by the appointed supervisory body.

In the case of an anonymous report, the supervisory body will in any case carry out the necessary inspection to verify the information received.

### Protection from retaliation

Any form of retaliation, even if only attempted or threatened, is prohibited. The reasons that led the person to report or publicly disclose are irrelevant to his/her protection.

In general terms, retaliation is defined as: “any conduct, act or omission, even if only attempted or threatened, occurring as a result of the report, complaint to a judicial or accounting authority or public disclosure and which causes or is likely to cause the reporting person or the person making the complaint unjust damage, directly or indirectly”.

Specifically, retaliation may mean:

- dismissal, suspension or equivalent measures;
- demotion or failure to promote;
- change of duties, change of workplace, reduction of salary, change of working hours;
- suspension of training or any restriction of access to it;
- negative merit notes or negative references;
- the adoption of disciplinary measures or other sanctions, including fines;
- coercion, intimidation, harassment or ostracism;
- discrimination or otherwise unfavourable treatment;
- the failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the employee had a legitimate expectation of such conversion;
- non-renewal or early termination of a fixed-term employment contract;
- damage, including to a person's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunities and loss of income;
- inclusion on blacklists on the basis of a formal or informal sectoral or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;
- early termination or cancellation of the contract for the supply of goods or services;
- cancellation of a licence or permit;
- the request to undergo psychiatric or medical examinations.

Organisations and individuals may notify the ANAC (National Anti-Corruption Authority) of retaliation they believe they have suffered. The ANAC (National Anti-Corruption Authorities) publishes the complaint procedures on its institutional website.

The protective measures also apply:

- to the facilitator (a natural person who assists the reporting person in the reporting process, operating within the same work context and whose assistance must remain confidential);
- to the persons in the same employment context as the reporting person, the person making a complaint or the person who has made a public disclosure and who are linked to them by a stable emotional or family relationship up to the fourth degree;
- to co-workers of the reporting person or of the person making a complaint or a public disclosure, who work in the same work environment as the reporting person and who have a regular and current relationship with that person.
- to entities owned by the reporting person or for which those persons work as well as entities operating in the same work environment as those persons.

#### Loss of the protection

Where it is established, even by a judgment of first instance, that the whistleblower is criminally liable for offences of defamation or slander or, in any case, for the same offences committed with the complaint to the judicial or accounting authorities, or that he/she is civilly liable for the same offence, in cases of wilful misconduct or gross negligence, the protections are not guaranteed and a disciplinary sanction is imposed on the whistleblower or person making the complaint.

#### Training and Information

This procedure is published not only in this section of the organisation and control model, but also on the company's virtual notice boards used for communication with employees.

For all self-employed workers, collaborators, consultants, interns, company interns, shareholders and corporate administration, management, control, supervision or representation personnel (Board of Directors, Board of Auditors, Auditors), information is available at <http://www.bencarni.it/segnalazioniodv/>

#### Brief disclosure pursuant to Art. 13 and 14 of Reg. EU 2016/679

The processing of personal data in connection with the handling and receipt of reports is carried out in the manner required under Art. 13 of Italian L.D. No. 24 of 10 March 2023, i.e. as Data Controller and, to that effect, an ad hoc information notice has been prepared and disclosed.