



- Cembre S.p.A. -

Procedure for the

Management of Wrongdoing Reports
And Protection of the Reporting Person
(Whistleblowing Procedure)

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1. PURPOSE AND SCOPE

The purpose of this document is to outline and regulate the organisational issues and operational processes relating to the reporting of any alleged wrongdoing, prejudicial conduct, non-compliance or breach of applicable national or European Union laws and regulations, breach of good commercial practice, or material unlawful conduct pursuant to Legislative Decree 231/2001, as detailed in section 4 below, of which persons internal or external to¹ Cembre S.p.A. (hereinafter “Cembre” or the “Company”) that have an employment or business relation with it may become aware within their relation with the Company. The said persons are all subject to this Procedure.

This Procedure also incorporates the principles and provisions of the Code of Ethics and the Organisation, Management and Control Model adopted by the Company pursuant to Legislative Decree 231/2001.

Furthermore, as described hereinafter, following the Company's implementation of an Anti-Bribery Management System in accordance with standard UNI ISO 37001:2016, the communication channel provided for by this Procedure may also be used for the purposes of reporting incidents of bribery and breaches or shortcomings concerning the aforementioned Management System. It may also be used to request advice on how to tackle suspected cases of bribery and to clarify the circumstances being reported and the relative procedures.

This is without prejudice to any legal obligations, in particular in relation to the duty to report to Legal Authorities or Supervisory Bodies, in addition to obligations relating to the processing of personal data and the protection of privacy provided for by the applicable legislation.

This Procedure was updated on 14 July 2023 following approval by the Chief Executive Officer. Any subsequent amendments and/or integrations shall become effective on the day provided for by the law or regulation or the day of the decision made by the Board of Directors, or, in case of urgency, by the Chair of the Board of Directors or the Chief Executive Officer.

2. REFERENCES

This Procedure makes reference to:

- The Organisation, Management and Control Model pursuant to Legislative Decree 231/2001
- The Cembre Group's Code of Ethics

¹ This Procedure is specifically aimed at the set of persons connected in a broad sense to the organisation in which the violation occurred: employees, self-employed workers, freelancers and consultants, external collaborators, those carrying out paid or unpaid internships, volunteers, persons working under the supervision and direction of contractors, sub-contractors and suppliers, customers, shareholders and persons with administrative, management, control, supervisory or representative functions.

- Legislative Decree No 24 of 10 March 2023 implementing Directive (EU) 2019/1937 on the protection of persons who report breaches of EU law and national laws and regulations
- Legislative Decree No 196 of 30 June 2003 and subsequent amendments and integrations and Regulation (EU) 2016/679 on the protection of personal data
- Transparency International Italia Guidelines for Drafting Whistleblowing Procedures
- Standard UNI ISO 37001:2016
- Cembre Group Anti-Bribery Policy.

3. RULES OF CONDUCT

The recipients of the Procedure, both whistleblowers and individuals receiving the reports, in accordance with and within the scope of the specific responsibilities assigned under this Procedure, must, respectively:

- encourage and protect the good conduct, physical wellbeing and moral character of employees or collaborators who report unlawful acts or misconduct of which they become aware;
- make reports in good faith which are substantiated and based on accurate, coherent facts;
- consider the reports received seriously and assess them scrupulously and carefully;
- ensure the confidentiality of the identity and personal data of the whistleblower during the management of the report;
- avoid direct or indirect acts of retaliation or discrimination against the whistleblower that may have an effect on his/her working conditions, even if the report subsequently proves to be unfounded;
- refrain from making unfounded or unsubstantiated reports that are based on unconfirmed rumours or hearsay, or reports that do not fall within the scope of this Procedure;
- not use the reporting system as a tool for resolving personal issues or for the sole purpose of harming the reported person or for self-serving motives;
- ensure the traceability of the process relating to the assessment of the report and the implementation of any consequent measures.

4. REPORTS

4.1 Purpose and scope of the report

Reports may concern:

- any alleged unlawful conduct, non-compliance or breach of national or EU regulatory

provisions², acts or omissions of an administrative, accounting, civil or criminal nature that harm the public interest or integrity of the private entity concerned;

- material unlawful conduct with regard to Legislative Decree 231/2001;
- breaches of the Organisation, Management and Control Model adopted by the Company pursuant to Legislative Decree 231/2001, including the Code of Ethics;
- effective, attempted or suspected acts of bribery;
- breaches of the Group's Anti-Bribery Policy;
- any violation or shortcoming of the Anti-Bribery Management System implemented by the Company pursuant to standard UNI ISO 37001:2016.

Whistleblower may be employees and executives of the Company, members of corporate bodies, collaborators, consultants and third parties in general who act on behalf of the Company and/or are associated with the same by contractual ties (e.g., business partners). In this regard, see note 1 in this document.

In order to be considered, the report must concern violations that harm the interest and integrity of the entity and be relevant to the work context.

Reports cannot concern information already in the public domain, nor claims, disputes, requests of a personal nature of the whistleblower relating exclusively to his/her individual employment relation.

The reports may relate to:

- employees, collaborators and managers of the Company;
- members of the corporate bodies (Board of Directors, Board of Auditors, Auditing Firm, Supervisory Body)
- third parties associated with the aforementioned parties (clients, suppliers, contractors, subcontractors, consultants, agents).

The whistleblower is required to indicate whether he/she has a private interest connected to the report, and if so, to specify the nature of this interest and to declare his/her commitment to

concerning the following areas: public procurement; financial services, products and 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 wellbeing; public health; consumer protection; privacy and personal data protection and security of information networks systems. In addition, alerts may concern (i) acts or omissions adversely affecting the financial interests of the EU; (ii) acts and omissions relating to the internal market; (iii) acts and behaviour that frustrate the object or purpose of the provisions of EU acts in the areas mentioned above.

reporting in good faith what he/she knows to be true.

4.2 Requirements for the report

The report must be submitted in good faith and on the basis of reasonable grounds and must contain the information necessary to allow the individuals appointed to examining and assessing such information to carry out investigations and checks relating to the validity of the facts and the events reported.

The report must therefore detail the facts reported, indicating the time and place they were committed, the name of the person or persons committing the facts in addition to any supporting document.

To this end, the Company has prepared a reporting form which is attached to this Procedure (Appendix 1) and may assist the whistleblower, it being understood that the whistleblower may submit a report by other means.

It is also possible to submit reports anonymously provided that the requirements of completeness, detail and reasonable grounds set out in this sub-section are sufficiently met.

4.3 Reporting channels

Reports can be submitted through **three different channels: internal, external and public disclosure**.

The three reporting channels must necessarily be used in a progressive and subsidiary manner, meaning that the whistleblower may:

1. Submit an external report only if he/she has not been able to make an internal report or if the internal report had no feedback, as explained in detail in the “External reporting” section below;
2. Make a public disclosure only after submitting an internal and/or external report that had no feedback, as explained in detail in the “Public Disclosure” section below.

The reporting channels available are announced by means of an internal corporate communication and indicated on the corporate website.

The whistleblower may at any time supplement, rectify or complete the report submitted or add any further proof, including documentary evidence, by the same means through which he/she submitted the original report.

INTERNAL REPORTING

In the case of **internal reporting**, management of reports is the responsibility of the Internal Audit Manager.

Cembre has made several channels available, namely:

- postal mail, by private and confidential letter addressed to the Internal Audit Manager unit at the company (address: Cembre S.p.A., Via Serenissima, 9, 25135 Brescia, Italy);
- a dedicated email address: segnalazioni@cembre.com (NB: in the event that the report relates to the Internal Audit Manager, please use the following address: odv@cembre.com);
- at the Company offices in Brescia, two dedicated mailboxes are present near to the entrances on via Serenissima n.9 and via Magnolini n.18;
- orally, by telephone call to +39 0303692997, where, if there is no response, a recorded message can be left on voicemail;
- a face-to-face meeting with the Internal Audit Manager, at the request of the whistleblower; the meeting will be held within a reasonable time and in a confidential location; subject to the consent of the whistleblower, oral reporting shall be is documented, either by recording it on a device suitable for storing and listening or by means of a verbatim transcript. In the case of a transcript, the whistleblower may check, rectify or confirm the content of the transcript, which he/she shall then sign. Failure to sign the report transcript will result in the report not being admissible for follow-up.

The management of the internal reporting channel and monitoring of the above mentioned channels are the responsibility of the Internal Audit Manager, who is specifically trained in whistleblowing.

The Internal Audit Manager, the Supervisory Body and the Anti-Bribery Unit shall provide reciprocal cooperation and ensure that reports received are forwarded in accordance with their authority. Reports concerning violations of Legislative Decree 231/2001 can only be submitted through the internal reporting channel.

EXTERNAL REPORTING (ONLY IN CASE OF INABILITY TO USE THE INTERNAL CHANNEL, AS SPECIFIED BELOW)

External reporting is possible under the following conditions:

- a. the internal reporting channel, even if mandatory, is not active or, even if activated, does not comply with the provisions of Article 4 of Legislative Decree no. 24 of 10 March 2023;
- b. the whistleblower has already submitted an internal report pursuant to Article 4 and his/her report has had no feedback;
- c. the whistleblower has reasonable grounds to believe that, if he/she were to submit an internal report, it would not be considered, or that the report might give rise to a risk of retaliation;
- d. the whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

The whistleblower must adequately proof the existence of the conditions for using the external reporting channel; in particular:

- a report “has had no feedback” (see point a. above) when no reply at all is received on it;

- the "reasonable grounds" referred to in letters c. and d. above must be objective and adequately substantiated.

External reports must be submitted through the platform made available by the National Anti-Corruption Authority (ANAC), which has been designated as the authority to receive external reports from both the public and the private sector: on how to use it, please visit ANAC website at <https://www.anticorruzione.it/-/whistleblowing>.

PUBLIC DISCLOSURE (ONLY IN CASE OF INABILITY TO USE THE INTERNAL AND EXTERNAL CHANNEL, AS SPECIFIED BELOW)

Public Disclosure means placing information on violations in the public domain by means of print or electronic media or by other means of dissemination capable of reaching a large number of people.

Public Disclosure may only be made if one of the following conditions is met:

(a) the whistleblower has previously submitted both an internal and an external report, or has directly submitted an external report, under the conditions and in the manner provided for in this Procedure, and no reply has been received within the prescribed time limit;

(b) the whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest;

(c) the whistleblower has reasonable grounds to believe that the external report may involve a risk of retaliation or may not be effectively followed up because of 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 person who has received the report may be in collusion with or involved in the violation.

As regards the definition of 'reasonable grounds', see the previous sub-section.

A whistleblower who makes a public disclosure benefits from the protection provided for by Legislative Decree No. 24/2023 only when one of the three conditions set out above is met.

5. INTERNAL REPORT MANAGEMENT PROCESS

5.1 Receipt of the report and preliminary checks

When an internal report is received, the report manager shall confirm its reception to the whistleblower, if identified, within 7 days. He/she will then proceed with a formal examination in order to check:

- its completeness
- its compliance with the criteria established in the Procedure

- the presence of the legal and factual grounds for proceeding with the next phase of analysis
- the seriousness and urgency of the facts reported.

Once this preliminary check has been completed, the report manager acts as follows:

- (a) if the report does not fall within the scope of this Procedure (e.g., because it relates to a personal grievance or matters in the public domain or events already known to Public Authorities) or it lacks the necessary requisites set out in sub-section 4.1 and 4.2. above, he/she will proceed to archive the report and inform the whistleblower thereof (if he/she can be traced);
- (b) if the report is unduly generic or incomplete, he/she will contact/meet the whistleblower (if he/she can be traced) in order to request the information necessary for the preliminary assessment;
- (c) in the event that he/she deems that there is a possible breach or unlawful conduct, he/she will proceed with the next phase of analysis, informing the Chair of the Board of Directors as well as the Supervisory Body and/or the Anti-Bribery Unit, should the report fall within the scope of these parties (breach of behavioural standards set out in the Code of Ethics and/or the principles of conduct, implementation guidelines, business procedures or protocols pertaining to the purposes of Legislative Decree 231/2001, acts of bribery or breaches of the Anti-Bribery Policy or shortcomings of the Anti-Bribery Management System).

In each case, the function receiving the report shall inform the whistleblower (if/he she can be traced) of the decision taken following the preliminary assessment.

As a rule, this preliminary phase must not take more than 30 days and will be documented in a specific register (hereinafter “Report Register”) kept by the report manager, using appropriate measures to ensure the confidentiality of the information collected and the confidentiality of the whistleblower. The type of report received, the date of receipt, the date of conclusion of the preliminary assessment and the outcome of the same, with the relative justification, will be recorded in this register. The report manager shall also delete personal data that are not useful for the purposes of the report.

5.2 Report analysis and evaluation

In the event that the preliminary assessment has a positive outcome (as outlined in point c of the preceding sub-section), the report manager shall proceed to the report analysis and evaluation phase without delay.

At this stage, the report manager may:

- (i) interact with other business functions and staff in order to request their assistance in the form of the provision of data, documents or information necessary for the analysis itself;

- (ii) request further information or insight from the whistleblower, recording the relative meeting in writing and preserving the minutes for the record;
- (iii) make use of external resources in order to conduct any investigations necessary;
- (iv) perform any activity deemed to be useful or necessary, including interviewing the whistleblower and/or other parties that can attest to the facts reported, in compliance with the principles of confidentiality and impartiality of judgement, and legislation concerning the protection of personal data and the applicable collective national labour agreement;

coordinate with the Company's Supervisory Body and/or the Anti-Bribery Unit, in the event that the report falls within the authority of these functions (see sub-section 5.1, letter (c)).

The reported person and any other persons named in the reports have the right to be heard, in order to defend themselves, either verbally or by submitting written comments.

The analysis phase will conclude with a report written by the report manager who has carried out this analysis, which must include:

- the details of the report (the date on which the report was received, the name of the whistleblower – if known – and the reported person/s, the place and date of the facts, corroborating information or documentary evidence);
- the assessments carried out (including any subsequent contact with the whistleblower and the respective meeting minutes), the outcomes of the same and any individuals from the company or third parties involved in the analysis phase;
- a summary evaluation of the analysis process with an indication of the facts ascertained and the respective reasoning;
- the outcome and conclusion of the analysis (archiving or validity of the report).

At the end of the analysis phase, the report manager:

- (a) should he/she believe the report to be unfounded, he/she will proceed to archive it with a written justification for doing so;
- (b) should he/she believe the report to be founded and proved, he/she will inform the Chair of the Board of Directors of the outcome in order to decide what action is to be taken. In the case of reports relating to the Anti-Bribery Management System, the Chair of the Board of Directors shall in turn notify the Senior Management.

The analysis phase set out in this sub-section must be completed within 60 days of it beginning, except in particularly serious and urgent cases for which the Chair of the Board of Directors shall immediately inform the Board of Auditors and the Board of Directors without waiting for the completion of the analysis phase.

The decisions taken, on the basis of the circumstances of the seriousness of the infraction reported,

may include one or more of the following measures:

- (a) the termination of contracts, the suspension of projects or activities;
- (b) the return (or the request to return) any improper benefit;
- (c) the enforcement of disciplinary measures against the members of staff involved;
- (d) reporting to the authorities;
- (e) the adoption of measures aimed at avoiding or minimising any legal consequences of the identified breach (for example the remediation of damage, active repentance, etc.).

In any case, the report manager must provide a reply to the reporting person (if traceable), within three months³ from the received date of the report, specifying on the status of the internal investigation and its outcome, if concluded, and, in case, the reasons for the dismissal of the report.

5.3 Reports relating to corporate bodies

- A. In the event that the report concerns the Chair of the Board of Directors / Chief Executive Officer, the report manager shall forward it to the Vice-Chair of the Board of Directors who may decide whether to proceed with the analysis set out in sub-section 5.2 directly and independently or to entrust the Internal Audit function and proceed in the ordinary manner, notifying in any case the Chair of the Board of Auditors and without prejudice to the involvement of the Company's Supervisory Body and/or Anti-Bribery Unit, in accordance with their respective competences.
- B. In the event that the report concerns another member of the Board of Directors, the report manager shall forward it to the Chair of the Board of Auditors who may decide whether to proceed with the analysis set out in sub-section 5.2 directly and independently or to entrust the Internal Audit function and to proceed in the ordinary manner, notifying in any case the Chair of the Board of Auditors and without prejudice to the involvement of the Company's Supervisory Body and/or Anti-Bribery Unit, in accordance with their respective competences.
- C. In the event that the report concerns a member of the auditing firm or the Supervisory Body or the Anti-Bribery Unit or the Board of Auditors, the report manager shall forward it to the Chair of the Board of Directors who may decide whether to proceed with the analysis set out in sub-section 5.2 directly and independently or to entrust the Internal Audit function and to proceed in the ordinary manner, notifying in any case the Board of Directors.
- D. In the event that the report concerns the Internal Audit Manager or its staff, the Supervisory Body shall forward the report to the Chair of the Board of Directors who may decide whether to proceed with the analysis set out in sub-section 5.2 directly and independently or to entrust another business function deemed to be most competent, notifying in any case the Chair of the Board of Auditors and without prejudice to the involvement of the Company's Supervisory Body and/or Anti-Bribery Unit, in accordance with their respective competences.

³To be counted from of 7 days after the report is received.

6. DISCIPLINARY PROCEEDINGS

6.1 Disciplinary proceedings against employees

Once the report and the analysis have been received (as provided for in sub-section 5.2.), the Chair of the Board of Directors shall decide whether to open disciplinary proceedings against the reported persons who are deemed to be responsible for the breach or the unlawful conduct, based on the analysis and evaluations carried out.

In the event that the whistleblower is jointly responsible for the facts of the report, he/she must be treated favourably compared to the other persons responsible, on condition of compliance with the law and the applicable collective national labour agreement and the protections provided for under the Workers' Statute.

The Chair of the Board of Directors shall also evaluate, with assistance from the HR Manager, whether to open disciplinary proceedings:

- (i) against the whistleblower who has acted with established and proven malice or wilful misconduct, or whose criminal liability for the offences of defamation or slander has been established by a judgment;
- (ii) against any perpetrators of retaliatory/discriminatory conduct against the whistleblower;
- (iii) against the individuals involved in the process of evaluation and analysis of the report who have breached confidentiality obligations or have failed to consider the report received.

The disciplinary proceedings adopted will be those provided for in the applicable collective national labour agreement, imposed on the basis of the Workers' Statute and in compliance with the company's disciplinary system.

In addition to any disciplinary measures, where appropriate on the basis of the infraction identified, any mandate or power of attorney conferred to the employee may also be revoked.

Under no circumstances shall disciplinary proceedings be opened merely on the basis of a report having been made. This may only occur on the basis of confirmed and proven evidence arising from the report itself.

Any retaliatory or discriminatory termination of the whistleblower shall be null and void. Any changes to job responsibilities pursuant to article 2103 of the Italian Civil Code shall also be null and void, as will any other retaliatory or discriminatory measure – as defined in sub-section 7.2 below - taken against the whistleblower. In the case of disputes relating to the imposition of disciplinary measures, or to demotions, terminations, transfers or the whistleblower being subjected to other organisational measures that have a direct or indirect negative effect on his/her working conditions following the submission of the report, it is the employer's responsibility to demonstrate that such measures are founded on reasons unrelated to the report itself.

6.2 Proceedings against corporate bodies

In the event that the breach or the unlawful conduct concerns a member of a corporate body, the Board of Directors and/or the Board of Auditors as applicable, according to their respective competences, shall proceed to take the most appropriate and adequate measures in light of the seriousness of the breach and in compliance with the law and the Articles of Association.

In the most serious cases, the Board of Directors, having consulted the Board of Auditors, may propose at a Shareholder Meeting that the director in question be removed from his/her position. In the event of breaches committed by Auditors, the Board of Directors may propose at a Shareholder Meeting that the auditor in question be removed from his/her position, subsequently applying to the court to confirm such removal in accordance with the law.

In the event of breaches or unlawful conduct committed by a Director who is also an employee of the Company, the scope of the various disciplinary measures available on the basis of the employment relationship shall in any case remain unaffected.

6.3 Proceedings against third parties

In the event of breaches or unlawful conduct committed by third parties (consultants, collaborators, agents, clients, suppliers, contractors, subcontractors, etc.), the Company may invoke the termination clauses contained in the contracts/letters of appointment for breaches of the Management, Organisation and Control Model pursuant to Legislative Decree 231/01 (of which this Procedure constitutes an integral part) and the Anti-Bribery Policy, where applicable. The recovery of any improper benefit received may also be required.

6.4 Consequent and further measures

The Chair of the Board of Directors – or, in the case of inaction, another director - shall inform the legal authorities and/or supervisory authorities of the facts reported in the event that such facts represent a crime or a civil or administrative offence.

The Chair of the Board of Directors, in conjunction with the HR Manager, shall determine how to implement any other preventative measures that may become necessary to facilitate the promotion of a culture of legality and transparency within the Company; he/she shall also support the implementation of any amendments and integrations to this Procedure and to the control systems, on the basis of the constant monitoring of its application and the outcomes achieved.

7. PROTECTING THE WHISTLEBLOWER

7.1 Confidentiality and privacy

The Company shall ensure the confidentiality of the whistleblower's identity and the confidentiality of the information provided in order to protect the whistleblower from any form of retaliation or discrimination.

The identity of the whistleblower and any other information from which his/her identity may be directly or indirectly inferred, may not be disclosed without the express consent of the whistleblower, to persons other than those expressly authorised to receive or follow up the reports and to process such data in accordance with Articles 29 and 32(4) of Regulation (EU) 2016/679 and Article 2-*quaterdecies* of the Personal Data Protection Code set out in Legislative Decree No. 196 of 30 June 2003, except when disclosure of the whistleblower's identity is required by judicial or administrative authorities or there is a specific legal obligation in this regard, for example in cases where:

- a civil or criminal offence⁴ committed by the whistleblower emerges from the report submitted or the subsequent investigations;
- knowing the identity of the whistleblower is necessary and indispensable for following up the report or for the reported person to exercise of his/her right of defence.

The whistleblower shall be notified of the disclosure of his/her identity by written notice, containing the reasons therefor.

Only personal data that are relevant and strictly necessary for the evaluation of the report may be processed by individuals appointed to carry out evaluations and investigations in accordance with this Procedure. These individuals must ensure that access by other business functions or third parties that may be involved in the investigation activities to information contained in the report does not imply any access to the personal data of the whistleblower or reported person, without prejudice to the exceptions indicated previously.

The whistleblower's personal data shall be retained for the purposes of this Procedure in accordance with Legislative Decree 196/2003 et seq., Regulation (EU) 2016/679 (GDPR) and the Company procedures in force, for the time strictly necessary for processing and in any case for a period not exceeding 5 years from the date of communication of the final result⁵, except in cases where it is necessary to retain the data for a longer period, subject to adequate justification and limited to the duration of said necessity.

The Company shall also apply the same principles and the same conditions set out in this subsection to the personal data of the reported person, pending the internal analysis and verification process, without prejudice to any responsibilities and duties of disclosure imposed by the law or legal authorities. Similar guarantees of confidentiality are granted to any other persons involved or mentioned in the reports, until the conclusion of the proceedings.

The information concerning the processing of personal data under the Procedure is attached hereto (Appendix 2) and published on the Company's website in the Whistleblowing section and in the Privacy section.

⁴ In criminal proceedings, the identity of the whistleblower is covered by secrecy in the manner and to the extent provided for in Article 329 of the Code of Criminal Procedure.

⁵ As per the opinion of the Data Protection Authority on the draft legislative decree implementing Directive (EU) 2019/1937 of the European Parliament.

In any disciplinary proceedings initiated against the reported person, the identity of the whistleblower cannot be disclosed when the disciplinary charge is based on investigations that are separate and additional to the whistleblowing report, even if consequent to it. Where the disciplinary charge is based, in whole or in part, on the report and knowledge of the whistleblower's identity is indispensable for the accused's defence, the report can be used for the purposes of disciplinary proceedings only if the whistleblower expressly consents to the disclosure of his/her identity.

All of the documentation relating to the reports shall be deemed confidential and as such shall only be accessible to authorised persons. In the course of the activities aimed at verifying the validity of the report, all necessary measures shall be taken to protect the data against accidental or unlawful destruction, loss and unauthorised disclosure.

7.2 Protection against retaliatory acts

In order to protect the whistleblower, the legislation stipulates that he/she may not suffer any retaliation and provides for specific protection and liability limitation measures.

These protections are granted when the whistleblower, at the time of the report, had reasonable grounds to believe that the information about the violations was true and fell within the objective scope of the applicable laws and regulations, even if the report ultimately turned out to be unfounded.

Moreover, reports and disclosures must be made in compliance with the discipline and procedure for using the various channels.

However, the measures to protect the whistleblower do not apply when the criminal liability of the whistleblower for the offences of defamation or slander, or civil liability for the same offence in cases of malice or wilful misconduct. In such cases, disciplinary action is initiated, as indicated in sub-section 6.1 above.

Retaliation or retaliatory act is defined as a behaviour (even if only threatened) that is carried out against the reporter as a consequence of the report made and that is likely to cause the reporter an unfair damage.

Where the conditions for applying protection measures are met, retaliatory acts against the whistleblower are prohibited, such as, by way of example but not limited to:

- dismissal, suspension or equivalent measures
- demotion or non-promotion
- (detrimental) change in duties, place of work, salary, working hours
- suspension of training or any restriction on access to training
- demerits or negative references
- adoption of disciplinary measures or other sanctions, including monetary ones
- coercion, intimidation, harassment or ostracism
- discrimination or otherwise unfavourable treatment
- failure to transform a fixed-term employment contract into an open-term employment contract, where the employee had a legitimate expectation of such transformation
- non-renewal or early termination of a fixed-term employment contract

- damage, including to a person's reputation, in particular on social media, or economic or financial damage
- Improper inclusion in lists based on formal or informal sectoral or industry agreements that may result in the person being unable to find future employment in the relevant sector or industry
- early termination or cancellation of a contract for the supply of goods or services
- cancellation of a licence or permit
- request to undergo psychiatric or medical examinations.

Retaliatory acts taken in violation of the aforementioned rules are null and void.

The whistleblower may communicate, at his/her discretion, any retaliation suffered following the report to his/her line manager, the Human Resources department or the Chair of the Board of Directors.

The possibility of communicating to ANAC the retaliatory measures suffered is also provided for, according to the modalities set out in sub-section "External reporting" above. In order to acquire preliminary elements which are indispensable for ascertaining the retaliatory acts, ANAC may avail itself of the collaboration of the National Labour Inspectorate, without prejudice to ANAC's exclusive authority for the assessment of the elements acquired and the possible application of administrative sanctions to the Company.

In judicial or administrative proceedings or out-of-court disputes concerning the ascertainment of retaliatory acts, it shall be presumed that they have been committed as a result of the report, public complaint or disclosure. The burden of proving that different motives existed for such acts is on the person who carried them out. Moreover, in the case of a claim for damage brought by whistleblowers who prove that they suffered damage as a result of a report, public disclosure or complaint to the authorities, it is presumed, unless proven otherwise, that the damage is a consequence of the report.

Moreover, the whistleblower shall not be punished if he/she discloses or disseminates information on violations covered by the obligation of secrecy, relating to the protection of copyright or the protection of personal data, or harming the reputation of the person involved or reported, when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the said information was necessary for disclosing the violation.

Protection from retaliatory acts cannot be guaranteed, for obvious reasons, in the case of anonymous reports.

The protections also apply to: (i) 'facilitators', i.e., the natural persons who assist a whistleblower person in the reporting process and operate within the same working context and whose assistance must be kept confidential; (ii) other persons who are connected to the whistleblower person and may be subjected to retaliation in a working context, such as work colleagues who have a habitual or recurrent relationship with the whistleblower; (iii) persons in the same working context who are linked to the whistleblower by a stable emotional or family relationship up to the fourth degree; (iv) entities owned by or for which the whistleblower has worked as well as entities operating in the same working context.

Finally, protection also applies in the case the report is made: (a) before the start of the employment/contractual relation, if the information on breaches was acquired during the selection process or in other pre-contractual stages; (b) during the work trial period; (c) after the termination of the legal relations, if the information on breaches was acquired during the course of the relation.

8. REPORTING

Each year, the report manager shall prepare a report summarising the reports received that year, the analyses carried out and the outcomes of the same.

The annual report must contain as a minimum:

- an indication of all the reports received, distinguishing between those that are currently being analysed and those that have been archived or concluded
- the criteria and methods used to evaluate the reports received and the outcomes of the same (archiving, opening of disciplinary proceedings, sanctions applied)
- any proposed amendments or integrations to be made to this Procedure.

The aforementioned report shall be sent to the Chair of the Board of Directors, who shall inform the Board of Directors and the Board of Directors, in addition to Senior Management, limited to reports made relating to the Anti-Bribery Management System in accordance with standard ISO 37001:2016.

9. INFORMATION FLOW TO THE SUPERVISORY BODY AND THE ANTI-BRIBERY UNIT

The report manager shall promptly forward to the Supervisory Board any reports concerning, even potentially, the offences referred to in Legislative Decree no. 231/2001 or breaches of the Organisation, Management and Control Model or the Code of Ethics adopted by Cembre S.P.A.

Similarly, all reports that relate to potential acts of bribery or breaches of the Anti-Bribery Management System shall be forwarded to the Anti-Bribery Unit established in accordance with Standard UNI ISO 37001:2016.

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Appendices:

Appendix No 1: Wrongdoing reporting form

Appendix No 2: Privacy Policy