

NE **NOOTER/ERIKSEN S.r.l.**

WHISTLEBLOWING POLICY

MODEL EDITIONS	
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1. PURPOSE

The purpose of this procedure is to govern the reporting process for violations of Law no. 179/2017, which includes *"Provisions for the protection of individuals who report crimes or irregularities of which they have become aware as part of a public or private employment relationship"*.

In particular, the policy covers all the phases of the process: from when the whistleblower report is made, to its receipt by the recipients, to the investigation and processing of the report, guaranteeing the confidentiality of the whistleblower and his/her protection from any possible retaliatory and/or discriminatory actions resulting from the report.

2. SCOPE OF APPLICATION

The policy aims to provide all the indications necessary to allow interested parties to report – even in an anonymous form - any conduct which violates the Organisational Model, the Code of Ethics and/or the Anti-Corruption Code, as well as any acts constituting one of the offences provided for in Legislative Decree no. 231/01, and any other conduct that does not comply with the laws and company procedures in force.

This procedure does not influence in any way the periodic flow of information to the Supervisory Body, as set out in the Organisational Model adopted by the company.

In detail, the policy:

- Provides guidance on **who** can make whistleblower reports (section 3);
- Indicates **what** can be reported (section 4);
- Identifies the **recipients** of whistleblower reports and sets out the **procedures** for reporting (section 5);
- Establishes the **procedure for processing and acknowledging** reports (section 6);
- Defines the **measures taken to protect the whistleblower**, in compliance with current legislation (sections 7 and 8).

3. WHO CAN CARRY OUT WHISTLEBLOWER REPORTS

The following parties can make whistleblower reports:

- Members of Corporate Bodies (Board of Directors, Board of Statutory Auditors, etc.);
- The Company's employees and consultants, in their various capacities;
- External parties to the Company (such as, for example, Suppliers, Customers and/or Business Partners, Stakeholders).

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4. CONTENTS OF WHISTLEBLOWER REPORTS

The parties identified in paragraph 3 may report:

- A.** Any violations, overt or suspected, of the regulations contained in the Organisational Model, Code of Ethics and/or Anti-Corruption Code adopted by Nooter Eriksen S.r.l.;
- B.** Any facts and/or conduct that constitute, or could potentially constitute, one of the crimes foreseen in Legislative Decree no. 231/2001, as identified in the Organisational Model adopted by Nooter Eriksen S.r.l.;
- C.** Any other conduct that does not comply with the laws and/or company procedures in force relating to the Company which may, in any case, cause it economic and/or reputational damage.

No reports based on circumstances different from the above are permitted.

Reports must be made in good faith, be **reasonably grounded and therefore based on clear and congruent information**. To this end, the reporter may:

- Provide an accurate description of the incident being reported;
- Indicate the person(s) held responsible for the violation(s), as well as any other individuals involved and/or who may be in possession of relative information;
- Describe the time and place the incident occurred;
- Provide all available documentation to support the complaint;
- Provide all the elements useful for reconstructing the facts and establishing the validity of the report.

5. RECIPIENTS AND REPORTING PROCEDURES

Depending on the subject matter, the reports referred to in paragraph 4 are received by the Company's Board of Directors (reports referred to in letter C, paragraph 4), the Human Resources Manager (reports referred to in letter C, paragraph 4) and the Supervisory Body (reports referred to in letters A and B, paragraph 4).

The recipients of the report shall handle it in compliance with the principles of confidentiality set out in paragraphs 7 and 8 below, and check the grounds on which it is based according to the procedures described in the following paragraph.

Reports may be made in writing via one of the following channels:

- By email to the Supervisory Body at the email address odv231@ne.com ;

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- By mail to the address of the company's operational headquarters in Cardano Al Campo (VA), Via A. Volta n. 50, sent to the attention of the Supervisory Body or the Human Resources Manager;
- Via the whistleblowing platform, by accessing the internet page or at the following link: <https://nesrl.segnalazioni.biz/>

Please also note that, in compliance with the requirements contained in the aforementioned Law no. 179/2017:

- **All the reporting channels indicated above protect the confidentiality of the reporter**, guaranteeing adequate protection for the individual who intends to reveal his/her identity and ensuring he/she is not subject to any retaliatory and/or discriminatory acts, as laid out in more detail in paragraphs 8 and 9 below;
- The whistleblowing platform also allows the reporting party to make reports **anonymously**, i.e. without the reporting party having to disclose his/her identity and without the recipient being able to discover it;
- Reports **made via any other channels than the IT platform may also be made anonymously**, provided they are sufficiently detailed to allow the necessary investigations to be carried out.

6. REPORT ACKNOWLEDGEMENT AND PROCESSING

The recipients receive the reports, examine them and take all the steps necessary to establish whether they are based on reasonable grounds.

The reports are recorded in a digital *reports register*, accessible only to the recipients.

For reports made via the IT platform, the system automatically generates a numerical code associated with each report ("ticket"). By means of this "ticket" the reporting party can, at any time, check the status of the report and/or add any additional information via the platform, also using the "chat" with the recipients (even anonymously when using the IT platform in confidential mode).

Any reporter who initially uses the IT platform anonymously can later choose to disclose his/her identity at any time during the process, by making it known to the recipient in the chat.

The recipients of the report then examine the reported facts and documentation (if available) and, where they deem it necessary and/or appropriate for the purposes of establishing whether the report is grounded, may:

- For reports made via the whistleblowing platform, request any additional information from the reporter via the chat;

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- Contact the reporter (if the report has not been made anonymously) and invite him/her to take part in a confidential meeting to request clarifications and/or further information and documents in addition to those initially provided; and
- Carry out interviews with any other parties who may be in a position to report on the facts reported; and
- Carry out any other activity deemed appropriate for the purposes of investigating the report.

The recipients may involve other Company departments and/or appoint external consultants if necessary for the purposes of their investigations. The members of the working group involved in the investigation of the report are subject to the same confidentiality constraints and responsibilities as the report recipients. All these individuals are also obliged to refrain from dealing with the report in the case of any potential conflicts of interest.

The recipients of the report shall draw up and keep the minutes of any meetings relating to investigations carried out independently and/or with the assistance of the company departments involved.

If the report is relevant for the purposes of Legislative Decree no. 231/2001 – because it involves a violation of the Model, the Code of Ethics and/or the Anti-Corruption Code or one of the offences foreseen in Legislative Decree 231 - **the Supervisory Body must be informed immediately**, if not already a recipient of the report. The Supervisory Body (OdV), having been informed of the report, in compliance with the principles of confidentiality and/or anonymity of the reporting party, will cooperate in the investigation and processing of the report.

Upon termination of the investigations, the report recipients shall prepare a report on the activities carried out and, in the event of **unfounded reports**, promptly inform the reporting party, if contactable, and the Supervisory Body (if previously involved), before proceeding to archive the report, detailing the reasons that led to its being archived in the *reports register*.

In the event of **clearly unfounded reports**, made with the sole purpose of discrediting one or more persons or company departments or the Company and/or in any case harassing other Company employees, the recipients - in agreement, if necessary, with the Board of Directors - shall take any action deemed appropriate.

No steps, actions or sanctions are foreseen for individuals who report facts in good faith, which upon investigation prove to be unfounded.

If, on the other hand, **the report proves to be reasonably grounded** (or at least appears to be so) further to investigations, a plan of action and/or intervention will be drawn up which may include, depending on the case, the possible reporting of criminal, civil and/or administrative offences to the Judicial Authorities, as well as the possible adoption of sanctions against the reported person and/or, in any case, against the persons found to be the perpetrators of the reported illicit conduct and/or violations.

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The recipients - possibly in agreement with the Supervisory Body if the fact is relevant to the 231 Legislative Decree - shall also take any further steps necessary for the possible adaptation of the Organisational Model and company practices with respect to the violations that have occurred.

The recipients shall report in the above-mentioned *reports register* the outcome of the procedure and any sanctions brought against the reported person, as well as the possible commencement of legal proceedings against him/her.

Reports received by the recipients are only accessible to the recipients and are kept only for the period strictly necessary to process the report. Recipients are therefore responsible, at each stage of the process described above, for the safekeeping of the documentation they receive and for filing it in a manner that guarantees its integrity and completeness.

In particular, **the data of the reporter and of the reported person must be processed in compliance with the legislation on the protection of personal data** in force. The data will only be kept for the period strictly necessary to process the report.

7. SAFEGUARDING THE PRIVACY OF THE REPORTER

The recipients of the report (and any other parties involved in the process) guarantee the reporter the utmost privacy, ensuring their identity remains confidential at all times.

Except in cases where confidentiality is not enforceable by law (e.g. criminal, tax and/or administrative investigations, inspections by supervisory Authorities), **the identity of the person making the report cannot be disclosed without the express consent of the person concerned.**

With the exception of cases involving slander and libel according to criminal code provisions or article 2043 of the civil code, and cases in which anonymity is not enforceable by law (e.g. criminal, tax or administrative investigations, inspections by bodies of control), the identity of the whistleblower is protected in all cases subsequent to the report. Therefore, subject to the aforementioned exceptions, the identity of the whistleblower cannot be disclosed without his/her express consent, and any individuals who receive or are involved in the handling of whistleblowing reports are required to ensure the information is kept in strict confidentiality. Violation of the privacy requirement is a source of disciplinary liability, without prejudice to other forms of liability provided for by the law. With particular regard to the scope of the disciplinary procedure, the identity of the reporter may be disclosed to the disciplinary authority and to the accused only in the following cases: - the reporter gives his/her express consent; - the disciplinary charge is based, in whole or in part, on the knowledge of the identity of the reporter and this is fundamental to the accused's defense, provided this circumstance is raised and proven by the latter during a hearing or by means of defense briefs.

Subject to the exceptions mentioned above therefore, any individuals who receive or are involved in the process of managing reports - and *first and foremost* the recipients of the report itself - are required to protect the confidentiality of the reporter (if he or she has come forward) and ensure all information received, even indirectly, concerning the reported facts is processed with the utmost discretion.

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Violation of the privacy requirement is a source of disciplinary liability, without prejudice to other forms of liability provided for by the law.

8. PROTECTION OF THE REPORTER FROM RETALIATORY AND/OR DISCRIMINATORY ACTS

The Company does not tolerate threats, retaliatory and/or discriminatory acts against anyone who, in good faith, reports illegal conduct and/or conduct that does not comply with Legislative Decree no. 231/2001 or other regulations in force.

Retaliatory and/or discriminatory acts include, for example, unjustified disciplinary actions, unjustified changes of job or office, harassment in the workplace and/or any other type of mobbing connected, directly and/or indirectly, with the report made, which effects the working conditions of the reporter.

The reporter who claims to have been subjected to an act of retaliation and/or discrimination as a result of the report may inform his/her manager or the Human Resources Manager in order to establish:

- The need/possibility to reinstate the previous situation and/or resolve the negative effects of the discrimination;
- The existence of grounds for initiating disciplinary proceedings against the perpetrator of the retaliation and/or discrimination.

The reporter may also inform the trade union to which he/she belongs or any representative trade union that is active within the company.

9. RESPONSIBILITY OF THE REPORTER

It is the responsibility of the reporter - even if they remain anonymous - to make reports in good faith and in line with the spirit of the policy: reports which are clearly unfounded, opportunistic and/or made with the sole purpose of damaging the reported person or persons affected by the report will not be taken into consideration and, as previously mentioned, will be subject to sanctions and/or action before the competent Judicial Authorities.

10. RIGHTS OF THE REPORTED INDIVIDUAL

During the investigations into illicit conduct and reportable violations, the reported individuals may be involved, but in no case will sanctions be taken against them on the grounds of the report, unless tangible evidence is provided of the contents thereof. As previously mentioned, steps may be taken only if/when evidence is found and proven following the report.

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11. UPDATING OF THE POLICY AND PERIODIC REPORTING

This procedure for reporting unlawful conduct and the related whistleblowing platform are subject to periodic review, at least every two years, depending on the activities carried out.

12. DISTRIBUTION OF THE POLICY AND TRAINING

The complete version of this policy will be transmitted, illustrated and distributed to all Department Managers, personnel (consultants and/or employees) and the Supervisory Body, as well as to all interested third parties according to the instructions contained therein.

The policy will be distributed and implemented within the company by means of a specific communication and publication on the company website.

Furthermore, please note that - with specific reference to the whistleblowing platform - Nooter Eriksen S.r.l. has set up a specific section on the Company's website. Personnel training is carried out by means of computer-based and/or classroom courses organized, on each occasion, according to specific needs.