



WHISTLEBLOWING

REGULATIONS

Regulations approved by Manens S.p.A.'s Board of Directors – CEO G. Finotti, on 20 November 2023.

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Manens S.p.A.

Company subject to management and coordination activities by Tifs Partecipazioni S.r.l.
VAT No. 04387520283
Quota capital Euro 1,000,000.00 fully paid-in
Enrolled care of the Padua Companies' Register under No. 04387520283
E & A Index No. Padua 385357

www.manens.com

info@manens.com

Registered offices/operational HQ

Padua – Corso Stati Uniti 56, 35127

Tel. No. +39 049 87 05110

Operational HQs

Verona - Via Campofiore 21, 37129

Tel. No. +39 045 80 36100

Padua - Via Venezia 59/15-C, 35131

Tel. No. +39 049 86 91111

Bari - Via V. Aulio 61, 70124

Tel. No. +39 049 86 91111



INTRODUCTION

Manens S.p.A. (hereinafter referred to as the "Company") aims to adopt, in respect of its employees, directors and/or consultants, conduct that complies with the highest ethical standards of good standing, loyalty, legality and protection of the safety of the workplace.

Within the context of these inspiring principles, also having taken into account Italian Legislative Decree No. 24/2023, the Company intends to encourage all personnel, directors, associates and/or consultants in any capacity to report in good faith wrongdoing and conduct contrary to the law, both Italian and European, of which they have become aware in the sphere of their relationship with the Company, while adopting a policy to protect the whistleblowers.

The Company, also in order to comply with the regulatory principles in force, has established an internal whistleblowing service and adopted these regulations (the "Whistleblowing Regulations").

1. WHAT IS THE PURPOSE OF THESE WHISTLEBLOWING REGULATIONS?

These Whistleblowing Regulations aim to:

- provide all those concerned with simple, clear and effective instructions on the internal whistleblowing service set up, as well as on the prerequisites, content, recipients and methods of transmission of whistleblowing reports;
- provide information on the prerequisites for making reports through an external channel;
- provide whistleblowers with appropriate safeguards against retaliatory measures, whether direct or indirect, affecting working conditions for reasons directly or indirectly linked to the whistleblowing.

2. WHO DO THESE WHISTLEBLOWING REGULATIONS APPLY TO:

These Regulations apply to all persons involved in various capacities in the work context (employees, associates, consultants, etc.) and in the administration and/or supervision of the Company, who may (i) use the whistleblowing service provided by the Company and (ii) be the subject matter of whistleblowing reports.

3. WHO ARE THE WHISTLEBLOWER, THE FACILITATOR AND THE PARTY REPORTED?

For the purposes of these Whistleblowing Regulations, a "whistleblower" is defined as a person who reports violations of Italian and/or European Union law which he/she has witnessed or of which he/she has become aware in the context of his/her work. In particular, the whistleblower may be:

- an employee;
- a self-employed person working care of the Company;
- a freelance professional or consultant working care of the Company;
- a paid or unpaid volunteer or trainee working for the Company;
- a quota-holder;
- a person with administrative, management, control, supervisory or representative functions, even if such functions are exercised on a de facto basis.



The protections provided for the whistleblower, as described below, also apply prior to the establishment of the relationship with the Company, during the probationary period or after its termination.

The so-called "facilitator" is the natural person, in the same work context as the whistleblower, who assists him/her in the whistleblowing process. The assistance provided by the facilitator must be kept confidential. This individual must work or must have worked in the same work context as the whistleblower (e.g. the colleague, even from a different office, who assists him/her in the whistleblowing procedure). If the activity is performed by a trade unionist who uses the trade union's acronym in the assistance process, he/she will not be a facilitator and the provisions on consultation of trade union representatives and repression of anti-union conduct envisaged by Italian Law No. 300/1970 will apply.

The reported party is the person mentioned in the report to whom the violation is ascribed. It is, therefore, the person to whom the reported activities are attributable.

4. WHAT ARE THE "VIOLATIONS" THAT CAN BE REPORTED?

The violations that can be reported are the conduct, acts and omissions that harm the public interest or the integrity of the public administration authorities or the Company and that involve:

- violations of Italian legislation, i.e. civil, criminal, administrative and accounting offences other than the crimes specifically identified as violations of EU law, indicated in point 2 below;
- violations of European legislation and all the Italian provisions which implement the same, involving:
 - unlawful acts relating to the following sectors:
 - a. public contracts and tenders: procedural rules for the awarding of public tenders and concessions, public contract rules;
 - b. financial markets, products and services and prevention of money-laundering and terrorism funding;
 - c. safety and compliance of products;
 - d. transport safety;
 - e. environmental protection;
 - f. radiation protection and nuclear safety;
 - g. food and feed safety and animal health and welfare;
 - h. public health;
 - i. consumer protection;
 - j. protection of privacy and protection of personal data and security of networks and information systems;
 - acts and omissions detrimental to the financial interests of the Union, such as fraud, corruption and any illegal activity related to Union expenditure;
 - acts and omissions affecting the internal market that comprise the free movement of persons, services and capital, including violations of European competition and state aid legislation, corporate tax, and mechanisms whose purpose is to obtain a corporate tax advantage.



The reportable violation cannot consist of a mere irregularity. Irregularities, however, are relevant and may be reported where they constitute tangible elements (so-called symptomatic indicators) such as to lead the whistleblower to believe that one of the above-mentioned violations might be committed.

5. WHAT FACTS SHOULD NOT BE REPORTED?

The whistleblowing should not concern:

- false or invented facts and therefore without foundation;
- grievances of a personal nature;
- disputes, claims or demands linked to a personal interest;
- reports based on mere suspicions or unreliable rumour mongering (so-called "hearsay");
- romantic relationships or other circumstances of a personal nature relating to employees and/or directors of the Company and/or third parties;
- mere irregularities that do not suggest the commission of a regulatory violation;
- violations of provisions to be reported in the manner envisaged by special legislation.

Sending false or unfounded reports, in fact, is conduct that is not only reprehensible, but also detrimental to the effectiveness of whistleblowing, as it undermines its satisfactory functioning and credibility.

Persons who with malicious intent or gross negligence make false reports are not protected against retaliatory measures and may be punished in accordance with the disciplinary system.

6. HOW CAN REPORTS BE SUBMITTED?

In order to allow any whistleblower to report misconduct or behaviour in breach of the regulatory provisions as described above, enjoying confidentiality and without fear of retaliation, the Company has created a confidential internal whistleblowing service managed by a party outside the Company (the "Whistleblowing Manager").

Whistleblowers may send reports of violations of which they have become aware, confidentially, to the Whistleblowing Manager alternatively in one of the following ways:

- in written form, electronically, by means of the use of a specific platform for whistleblowing, which can be accessed from the Company's website, in the section dedicated to whistleblowing, using the following link <https://manens.cpkeeper.online/keeper/available-configuration-links>;
- in verbal form, by means of the use of a specific platform for whistleblowing, which can be accessed from the Company's website, in the section dedicated to whistleblowing, using the following link <https://manens.cpkeeper.online/keeper/available-configuration-links>;
- by means of a face-to-face meeting with the Whistleblowing Manager, which may be requested by the whistleblower in writing or verbally through the same platform and will be scheduled within a reasonable period of time from the request.

The Whistleblowing Manager is the only person who has access to the reports and, in accepting the position of Whistleblowing Manager, undertakes to comply with the rules of these Regulations.



7. REPORTS SENT TO PARTIES OTHER THAN THE WHISTLEBLOWING MANAGER

If the whistleblower does not make use of the whistleblowing service but submits the report to his/her superiors and declares his/her intention to avail him/herself of the whistleblowing protections, or if this intention is apparent from the report itself, the report shall be considered a "whistleblowing report"; otherwise, the report shall be considered an ordinary report.

A report received by a party other than the Whistleblowing Manager must be forwarded, within 7 (seven) days of its receipt, to the Whistleblowing Manager, notifying the Whistleblower.

8. WHAT MUST THE REPORT CONTAIN?

The whistleblowing report must:

- indicate the data of the whistleblower strictly necessary for their identification (name and surname);
- specify, if the report is not sent via the platform, that it is a whistleblowing report for which one intends to keep one's identity confidential and enjoy protection against retaliation;
- report truthful facts;
- be related to the Company and/or to unlawful acts and conduct of the reported parties;
- contain a detailed description of the facts and be as complete as possible. For this purpose, it may contain attachments providing evidence of the facts that are the subject matter of the report and the indication of further persons potentially aware of the facts;
- indicate the personal details or other elements capable of identifying the person to whom the facts that are the subject of the report are ascribed.

Anonymous reports that are not sufficiently detailed will not be taken into account by the Whistleblowing Manager and, in any case, will be treated as ordinary reports with the consequent application of the related regulations, it being understood that the anonymous whistleblower, subsequently identified, may benefit from whistleblowing protection following communication to the ANAC of any retaliatory measures suffered.



9. HOW ARE THE REPORTS RECEIVED?

The reports are received by the Whistleblowing Manager. The latter is a body external to the Company, endowed with autonomy and independence, specifically trained for the management of the whistleblowing channel and duly appointed as external data supervisor in accordance with privacy regulations.

The Whistleblowing Manager receiving the reports is obliged to:

- protect, as far as legally possible, the identity of the reporting party;
- guarantee, as far as legally possible, the confidentiality of the investigation;
- handle whistleblowing reports and investigations confidentially, fairly and objectively in accordance with the provisions of these Whistleblowing Regulations.

10. HOW ARE THE REPORTS HANDLED?

1. Reports in written and verbal form. The Whistleblowing Manager shall, within 7 (seven) days from the date of receipt of the written report in accordance with the formalities as per Article 7 above, issue the whistleblower with an acknowledgement of receipt of the report. The report is then accepted in order to initiate the investigation and its admissibility and merits are first and foremost assessed.

2. Face-to-face meeting. In the event of a whistleblowing report made during a face-to-face meeting, the Whistleblowing Manager will take minutes of the meeting held, which will be signed by the whistleblower, to whom a copy will be given.

3. The content of the written report will be separated from the identity of the whistleblower and will be stored by the platform using appropriate technical and organisational measures to ensure the confidentiality and security of the data pursuant to Article 32 of the GDPR.

The Whistleblowing Manager will archive and store the documentation relating to each report made during a face-to-face meeting, as well as any further documentation acquired (i) via the platform, or (ii) in two sealed envelopes. The first envelope will contain the identification data of the whistleblower, together with a copy of his/her identity document, if acquired; the second envelope will contain the hardcopy documents (e.g. the report minutes) or the digital documents on an encrypted medium; both envelopes will then be placed in a third envelope which will be marked "reserved for the Whistleblowing Manager" on the outside. The envelopes will be kept in a locked cabinet, which will be supervised by the Whistleblowing Manager.

4. The Whistleblowing Manager, having assessed the admissibility of the report, may, for the purposes of carrying out the investigation, request clarifications, documents and additional information from the whistleblower through the reporting channel chosen by said whistleblower. Moreover, where necessary, they may request documents and the like from the administration office and/or involve additional parties, while ensuring the confidentiality of the whistleblower and the reported party.

5. If, following the activities carried out, the Whistleblowing Manager finds that the report is manifestly unfounded or irrelevant, they order it to be dismissed with adequate justification. The existence of a dismissed report will be communicated by the Whistleblowing Manager to the parties indicated in point 9 of this Article only in the event the report is deemed to have been made with malicious intent or gross negligence, for the appropriate investigations by the Company itself and the possible application of disciplinary measures against the whistleblower.



6. If the Whistleblowing Manager does not consider the report to be manifestly irrelevant or unfounded, they shall communicate the contents of the report to the Company bodies authorised for this purpose and indicated in point 9 below. The Company may then proceed with the disciplinary or judicial proceedings it deems most appropriate by including in the reported party's file any documentation received.

7. The Whistleblowing Manager, both in the case of dismissal and in the event of continuation of the investigation and communication to the Company or to the competent authorities, shall provide feedback to the whistleblower within 3 (three) months from the date of the advice of receipt or, in the absence of such notice, within 3 (three) months from the expiry of 7 (seven) days from the date of submission of the report, communicating the actions undertaken or intended to be undertaken and, in any case, the progress of the investigation. In the latter case, once the investigation has been concluded, the outcome will be communicated to the whistleblower.

8. Reports and the data/documents associated with them will be retained in hardcopy or electronic form by the Whistleblowing Manager for as long as necessary for the processing of the report and, in any case, for no longer than five years from the date of communication of the outcome of the whistleblowing procedure.

9. Without prejudice to the matters envisaged by point 5 above, the Whistleblowing Manager shall notify the Company in the person of the Head of Human Resources of the report and the results of the activities carried out. In the event that the afore-mentioned party is involved in the whistleblowing in the capacity of reported party or whistleblower, the Whistleblowing Manager shall notify the Company in the person of the Head of the Administration Department of the report and the results of the activities carried out.

11. HOW IS THE WHISTLEBLOWER PROTECTED?

The Whistleblowing Manager is obliged not to disclose to the Company the identity of the whistleblower, as well as any other information from which such identity may be inferred, directly or indirectly, without the whistleblower's prior consent.

The same obligation also applies to the Company in the context of disciplinary proceedings in which the disciplinary dispute is based on investigations that are additional to and separate from the report, even if consequent to it. Moreover, where the dispute is based, in full or in part, on the report and knowledge of the identity of the whistleblower is indispensable for the accused party's defence, the report may be used for the purposes of disciplinary proceedings only with the express consent of the whistleblower to the disclosure of his/her identity. Accordingly, a communication explaining the reasons for the disclosure of the identity of the whistleblower must also be sent to the same.

The confidentiality protections also apply with regard to the facilitator and the persons named in the report as well as to the whistleblower for the entire duration of the Whistleblowing Manager's investigative proceedings on account of the report.

The Company, in any case, by means of approving the Whistleblowing Regulations, undertakes not to punish or attempt or threaten to punish the whistleblower and, therefore, not to dismiss, suspend, demote, transfer or subject him/her to further forms of retaliatory acts affecting his/her working conditions for reasons directly or indirectly linked to the report.



Protection from retaliatory measures also applies to the following parties:

- the facilitator;
- persons in the same work context as the whistleblower (colleagues, ex-colleagues, associates) and who are linked to him/her by a stable emotional or family relationship up to the fourth degree;
- work colleagues of the whistleblower who work in the same work context and have a regular and current relationship with him/her;
- entities owned exclusively or jointly by way of a majority by the whistleblower;
- entities care of which the whistleblower works even though he/she does not own them;
- entities which operate in the same work context as the whistleblower.

The aforesaid protections do not operate when it is established, even by means of a first instance judgement (i) that the whistleblower is criminally liable for offences of defamation or slander or (ii) that the whistleblower is criminally liable for the same offence in cases of wilful misconduct or gross negligence.

In such a case, a disciplinary sanction shall be imposed on the whistleblower. Any person who believes he or she may be or has been the recipient of retaliatory measures for having reported any unlawful act may inform ANAC of the retaliation he or she believes he or she has suffered. ANAC will ascertain whether or not they are a consequence of the report made and, in the event of a positive assessment, will inform the National Labour Inspectorate for the measures falling within its remit.

12. ARE THERE OTHER CHANNELS FOR WHISTLEBLOWING?

ANAC has set up a so-called "external" whistleblowing channel, which can be accessed from the ANAC website (<https://whistleblowing.anticorruzione.it/#/>)

Whistleblowers can use the external ANAC channel only when:

- the compulsory activation of the internal reporting channel within the work context is not envisaged, or this channel, even if compulsory, is not active or, even if activated, does not comply with that which is required by law;
- the whistleblower has already made an internal report and it was not followed up;
- the whistleblower is a member of the Whistleblowing Manager;
- the whistleblower has reasonable grounds to believe that, if he or she were to make an internal report, it would not be effectively followed up or that the report might lead to the risk of retaliation;
- the whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

13. ENTRY INTO FORCE AND DISCLOSURE

These Whistleblowing Regulations have been approved by the Company with the positive opinion of the Whistleblowing Manager and, in the version updated as of the date indicated on the front page, shall enter into force on that date.

At the express request of the Whistleblowing Manager, these Regulations will be posted on the Company notice board and published on the Company's website, in order to provide all those concerned with 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.