

PREMISE

The provisions regarding the protection of people who report violations of EU law has been revised with the Directive 2019/1937 in order to create a minimum standard for the protection of whistleblowers' rights in all EU Member States. Italy implemented the aforementioned Directive with Legislative Decree 10 March 2023, No. 24 (hereinafter, the "**Decree**"), amending, by the way, Article 6, paragraph 2-bis, Legislative Decree No. 231/2001, and repealing, inter alia, Article 6, paragraphs 2-ter and 2-quater of the Decree, as well as Article 3, Legislative Decree No. 179/2017.

With the adoption of this Policy (hereinafter, the "**Whistleblowing Policy**" or "**this Policy**"), NAR SPA (hereinafter, "**NAR**" or the "**Company**") intended to comply with the above-mentioned legal provisions, as well as the guidelines provided in this respect by ANAC ⁽¹⁾, considering, also, that this latter has adopted an Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 (hereinafter, "**MOGC**").

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

The procedure for handling reports guarantees the confidentiality of the whistleblower's identity from the time of receipt and in any contact subsequent to it. According to Article 5(1)(e) of the Decree, this Policy provides information on the channels, procedures and requirements for filing internal and external reports.

The adoption of the above-mentioned legal provisions, moreover, is in line with the values of NAR, which intends to promote a corporate culture characterised by correct behaviour and a good system of corporate governance, promoting transparency, legality, and the enhancement of the skills and abilities of the people who work there; hence, the Company recognises the importance of having a policy regulating the reporting of illegitimate conduct, as defined in paragraph 2 below.

1 – RECEIVERS, REPORTING MANAGER AND REPORTING PERSONS

This *Policy* must be known, respected and adopted by employees, members of corporate bodies, customers, suppliers, consultants and, more generally, by anyone who has a relationship of interest with the Company (hereinafter, collectively, the "**Receivers of the Policy**"). In this regard, NAR is committed to illustrating to the Recipients of the *Policy* in a clear, precise and complete manner, the internal reporting process and this *Policy*, pointing out the safeguards in place to guarantee the confidentiality of the whistleblower and the alleged responsible of the violation.

In order to ensure the proper functionality of the system, **the internal office of the Human Resources has been appointed as Reporting Manager**. This latter, if the report is also relevant for the purposes of Legislative Decree No. 231/2001 or the MOGC, is responsible for providing the Supervisory Board with:

- immediate disclosure of the report, so that it can, in the exercise of its supervisory activity, share its possible observations and participate in the investigation or otherwise follow its progress;

¹ Adopted by resolution on 12 July 2023.

- a periodic update on its overall activity, including those not relevant under Legislative Decree 231 or the MOGC, in order to verify the functioning of the *whistleblowing* system and propose any possible improvement.

Reports can be issued by the following individuals:

- a) employed persons, including those performing:
 - part-time, intermittent, fixed-term, supply, apprenticeship, auxiliary work (Legislative Decree no. 81/2015);
 - occasional services (art. 54-bis, Legislative Decree no. 50/2017);
- b) self-employed,
 - under a work contract (Article 2222 of the Civil Code);
 - with a working relationship (as referred to in Article 409 of the Code of Civil Procedure), such as agency, commercial representation and others resulting in the performance of continuous and coordinated work, predominantly personal, even if not of a subordinate nature;
 - with a working relationship resulting in exclusively personal, continuous work whose manner of performance is organised by the employer;
- c) employed persons or self-employed carrying out their work for suppliers of goods or services in favour of the Company;
- d) freelance professionals and consultants who work for the Company;
- e) volunteers and trainees, paid and unpaid, who work at the Company;
- f) shareholders and those with administrative, management, monitoring, supervisory or representative functions in the Company, even if such functions are exercised de facto

(hereinafter, individually, the “**Whistleblower**” or, collectively, the “**Whistleblowers**”).

The protection of the Whistleblowers also applies if the report, the complaint to the judicial or financial authorities, or the public disclosure of information occurs in the following cases:

- a) when the relationship described above has not yet begun, if information of the violations has been acquired during the selection process or in other pre-contractual phases;
- b) during the trial period;
- c) after the termination of the legal relationship if the information on violations was acquired during that relationship.

2 – ILLEGITIMATE CONDUCT

Pursuant to Article 3(2)(b), second sentence, of the Decree, the definition of "Illegitimate Conduct", which may be reported under this Policy, covers:

- i. violations of Legislative Decree 231/2001,
- ii. violations of the MOGC, and
- iii. violations of specific EU and national provisions.

More specifically, the violations referred to in paragraph iii., may concern

- breaches of national or EU provisions consisting in offences in the following areas: public procurement; services, financial products and markets and prevention of money laundering and terrorism financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and personal data and security of networks and information systems;
- breaches of EU provisions consisting in: i) acts or omissions detrimental to the Union's financial interests; ii) acts and omissions concerning the internal market; iii) acts and conduct that undermine the object or purpose of the provisions of UE acts in the areas mentioned above (see Annex 1 to the Decree).

3 – THE REPORT AND FORWARDING CHANNEL

3.1 – Reporting conditions

A report may be issued if the following conditions are met:

- when someone has information, including grounded suspicions, of an Illegitimate Conduct that has been committed or that, on the basis of concrete elements, may be committed, which harms the public interest or the integrity of the Company, as well as information concerning actions aimed at hiding such conduct, and
- such information is acquired, or suspicions have arisen, in the context of the work environment.

Reports cannot be taken into account if they relate exclusively:

- o to complaints, claims or requests linked to a personal interest;
- o to the Whistleblower's individual working or private relations with the Company or with hierarchically superior figures;
- o to aspects of the reported person's private life, without any direct or indirect connection with the corporate and/or professional activity.

3.2 – The content of the report

The report must contain:

- 1) the identifying data of the Whistleblower ⁽²⁾, as well as an address to which subsequent updates ⁽³⁾ should be sent;
- 2) a clear, complete and detailed description of the facts that are the subject of the report;
- 3) the circumstances of time and place in which the facts that are the subject of the report occurred and, therefore, a description of the facts that are the subject of the report, specifying the details of

² The Company reserves the right to consider anonymous reports in order to begin in-depth investigations to ascertain what has been reported, only in presence of precise, concordant and adequately substantiated information. In any case, the protective measures for the protection shall only apply if the Whistleblower is subsequently identified.

³ If reports are submitted through Signaletic platform (see below), the Whistleblower may receive updates directly from that platform, taking care to keep the report number and the password issued at the time the report was sent.

- the circumstantial information and, where applicable, also the modalities by which those facts have been known by the Whistleblower;
- 4) the personal details or other elements allowing identification of the person(s) responsible for the reported facts;
 - 5) an indication of any other persons who may report on the reported facts;
 - 6) an indication of any documents that may confirm the substance of such facts;
 - 7) any other information that may provide further substance of the facts reported.

3.3 – The internal reporting channel and other channels

The Company has set up an internal reporting channel, described below, which guarantees the confidentiality of the identity of the Whistleblower, of the person involved and of the other persons, in any case, mentioned in the report, as well as the content of the report and the related documentation. It is to underline that the natural reporting modality, as well as the only one that can be activated for the Illegitimate Conduct referred to in point i. and ii. of paragraph 2 above, is the internal reporting channel. It is possible to proceed through the external channel, established and managed by ANAC ⁽⁴⁾, or through the public disclosure channel only under certain conditions ⁽⁵⁾. The possibility of submitting complaints to the public authorities remains unaffected.

3.4 – The internal reporting channel

Reports must be made, alternatively, using one of the following methods:

1. in written, by means of the specific IT tool (Signaletic portal), accessible through the following link (<https://nar-segnalazioni.signaletic.it/signaletic/home>), as the preferential reporting channel and suitable for the protection of the privacy of the Whistleblower, with the possibility of uploading documents and audio-video content ⁽⁶⁾ ;
2. orally,
 - a. through a direct meeting with the Reporting Manager, to be requested in the field “description of the report” present in the Signaletic portal ⁽⁷⁾;
 - b. by calling the Reporting Manager via phone at 391-1890500 ⁽⁸⁾.

4 <https://www.anticorruzione.it/-/whistleblowing>

5 Whistleblowers may use the external channel (ANAC) when

- the activation of the internal whistleblowing channel is no mandatory or this channel is not active or, even if the channel is activated, it does not comply with what is required by law;
- the whistleblower has already issued a report via the internal channel, but with no follow up;
- the whistleblower has reasonable grounds to believe that, if he/she issued an internal report, it would not be effectively followed up or that the report might give rise to a risk of retaliation;
- the whistleblower has reasonable grounds to believe that the violations may constitute an imminent or obvious danger to the public interest.

Whistleblowers may directly make a public disclosure when

- the whistleblower has previously issued an internal and external report, or he/she has issued an external report directly, and no response has been received within the prescribed deadline on the measures envisaged or taken to follow up the report;
- the whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest;
- the whistleblower has reasonable grounds to believe that the external report may involve a risk of retaliation or may not be effectively followed up due to the specific circumstances of the case, such as where evidences may be concealed or destroyed, or where there is a founded fear that the recipient of the report may be colluding with or involved in the perpetrator of the violation.

6 Through the written channel - and, therefore, through the Signaletic portal - the whistleblower will be driven through each stage of the reporting process and will be asked, in order to better substantiate the report, to fill in a series of fields that must be completed in compliance with regulatory requirements.

7 The content of the meeting will be recorded in a report drawn up by the Reporting Manager and signed by the Whistleblower to confirm the correctness of the report and will then be archived in the Signaletic portal.

8 The content of the call will be recorded in a report prepared by the Manager and then archived in the Signaletic portal.

3.5 – Conflict of interest

In the event of a conflict of interest of the Reporting Manager (e.g. if he/she also acts as a whistleblower or is anyway involved in the report), the report will be handled by the Supervisory Body of NAR. The Whistleblower shall specify in the first communication the conflict of interest, in order to allow NAR to take the appropriate precautions. As an alternative to the reporting channels described above, and under the same requirements, only in case of conflict of interest, the report may be placed in two sealed envelopes, including, in the first one, the identification data and an address, together with an id document; in the second envelope, the subject of the report; both envelopes will then be placed in a third envelope with the wording "confidential to the Supervisory Body" written outside. The envelopes must be sent by registered mail to NAR SPA, Via Leonardo Da Vinci, 8, 35020 - Legnaro PD.

4 – MANAGEMENT OF REPORTS

4.1 – Receipt and preliminary assessment of the report

In the event that the report has been mistakenly transmitted/received to/from a person not appointed to receive it (and it is clear that the report is a whistleblowing report), this latter shall promptly acknowledge receipt thereof to the Reporting Manager, in any case by 7 (seven) days of such receipt, and shall simultaneously notify the Whistleblower of such transmission, without prejudice to all the confidentiality obligations provided for by this Policy also with respect to the recipient (and his/her consequent liability in the event of breach thereof).

Upon receipt of the report, however, the Reporting Manager

- issues the Whistleblower with an acknowledgement of receipt of the report within 7 (seven) days (through the Signalethic portal or to the different address indicated) ⁽⁹⁾;
- shares it, if of relevance pursuant to Legislative Decree 231/2001 or the MOGC, with the Supervisory Board, through means suitable to ensure respect for confidentiality (Signalethic portal) and this in order to act with the latter in the subsequent stages of the procedure.

A preliminary assessment is then made to determine the existence of the conditions, the objective and subjective prerequisites of the report, as well as the circumstances of time and place in which the event occurred.

If, as a result of this preliminary assessment, it is considered that there are significant elements of a possible Illegitimate Conduct, the Reporting Manager start with the investigation. Otherwise, the case is closed, and the Whistleblower is informed in accordance with paragraph 5.

4.2 – The investigation

The Reporting Manager, in charge of carrying out the investigation:

- gathers relevant documents and information;
- if necessary, avails itself of the support of external professionals (such as, for instance, law firms or specialists) on matters that do not fall within its specific competence;

⁹ If no address is indicated, the report was considered as a case of anonymity (see above).

- if necessary, asks for the support of other corporate functions that are obliged to cooperate or of other internal/external persons.

If the report is relevant pursuant to Legislative Decree No. 231/2001 or MOGC, the Reporting Manager shares the activity and findings of the investigation with the Supervisory Board.

The investigation is carried out on the basis of the following principles:

- the necessary measures are taken to prevent the identification of the whistleblower and the other persons involved;
- audits are conducted by persons with the necessary training and activities are properly tracked and archived;
- all persons involved in the assessment maintain the confidentiality of the information received, unless the law provides otherwise;
- audits are carried out by ensuring that appropriate measures are taken for the collection, use, disclosure and storage of personal information, and by ensuring that the needs of the investigation are balanced against the need to protect privacy;
- appropriate measures are ensured to manage possible conflicts of interest if the report concerns the recipient;
- ensures that the investigation is conducted in a fair and impartial manner; this implies that, subject to the precautions provided for by law, each person involved in the investigation may be informed of the statements made and the evidence obtained against him or her, as well as being put in a position to be able to respond to them
- ensures that the investigation is accurate, that it has a reasonable duration and that it respects the confidentiality, where required by law, of the persons involved, including the reported person;
- maintains contacts with the Whistleblower, from whom it may request additional information.

All reports shall be classified as 'CONFIDENTIAL', i.e. with the highest level of confidentiality.

5 – OUTCOME OF THE INVESTIGATION

At the end of the investigation, the Reporting Manager submits a final report to the Board of Directors and/or other competent corporate bodies. This report shall:

- summarise the iter of the investigation and the evidence gathered;
- point out the conclusions reached; and
- provide recommendations and suggest actions to be taken to remedy the violations found and ensure that these do not occur in the future (including disciplinary measures, where necessary).

If relevant pursuant to Legislative Decree 231/2001 or the MOGC, the Reporting Manager shall first share the contents of the final report with the Supervisory Board.

In any case, the Board of Directors and the other competent company/corporate bodies involved have the final decision on the imposition of disciplinary measures.

An employee who has committed or been involved in an illegitimate conduct shall not be free from disciplinary measures merely because he or she has reported his or her own or another's conduct in accordance with this *Policy*. However, this circumstance may be taken into account when assessing the disciplinary action to be taken.

The outcome of the investigation must also be communicated by the Reporting Manager, to the Whistleblower within 3 (three) months from the date of the acknowledgement of receipt, pointing out alternatively:

- the dismissal of the proceeding, providing the related reasons;
- that the report was deemed founded and the internal bodies in charge of taking consequent action;
- the activity already performed and still to be performed (in the case of reports whose investigation requires more time) or any measures taken.

6 – PROTECTION AND RESPONSIBILITY OF THE REPORTER

NAR does not tolerate threats, retaliation and/or discrimination against Whistleblowers in good faith. The law provides that whistleblowers cannot be sanctioned, demoted, dismissed, transferred or subjected to any other measure that would have, directly or indirectly, negative effects on their working conditions, or discriminatory or retaliatory effects on them. The reasons that lead a person to report or publicly disclose are irrelevant for the purposes of its protection.

NAR, therefore, guarantees the confidentiality of the whistleblower, except in cases where the whistleblower consents to disclosure or where disclosure is required by law.

The unauthorised disclosure of the identity of the Whistleblower, or of information from which the same may be inferred, is considered a violation of this *Policy*.

In any case, in compliance with this Policy, NAR guarantees the reported person the right to be informed (within a reasonable period of time) of any reports involving him or her, guaranteeing the right of defence where disciplinary measures are initiated against him or her.

This procedure does not affect the reporting person's civil and criminal liability in the event of slander or defamation under current legislation. The same conduct is also a source of liability, pursuant to Article 16(3) of the Decree, in disciplinary proceedings.

The privacy guarantees set out in this *Policy* also protect the reported person.

Finally, it should be noted that the possible involvement in the reporting process of other persons, natural or legal within the same work context, who are in any case guaranteed, even if they do not make the report directly, as follows:

- the Facilitator, a natural person assisting the whistleblower in the reporting process, operating within the same work context and whose assistance must be kept confidential;
- the Persons in the same work context as the reporter and linked to him/her by a stable emotional or family relationship up to the fourth degree;
- the Whistleblower's Colleagues working in the same work context and who have a habitual and current relationship with the said person;
- the entity owned by the Whistleblower, the entity where the Whistleblower works, as well as the entity that operates in the same work context as the Whistleblower.

7 – DATA PROTECTION AND DOCUMENTS CUSTODY

All processing of personal data will be carried out in accordance with Regulation (EU) 2016/679, Legislative Decree 196/2003 and Articles 13 and 14 of the Decree; furthermore, failure to comply with confidentiality obligations may result in disciplinary liability, without prejudice to any further liability provided for by law.

The information concerning the processing of personal data following a whistleblowing report is available at the following link <https://nar-segnalazioni.signaletic.it/signaletic/home>

Documentation relating to whistleblowing reports is confidential. The whistleblowing report and the related documentation must be kept for the time necessary for processing and, in any case, no longer than 5 (five) years from the communication of the outcome to the Whistleblower, within the company, in a safe manner and in compliance with the rules in force on the classification and processing of information and in accordance to the rules and regulations, and be accessible only to authorised Employees.

8 – VIOLATIONS AND SANCTIONS

Any breach of this Policy (such as, for example, the prohibition of acts of retaliation) may constitute, given the factual and legal circumstances, a disciplinary violation punishable by the Company with:

- disciplinary measures against employees in the case provided for by law, the applicable National Collective Labour Agreement and MOGC;
- the termination of the contract and/or of collaboration in respect of third parties.

In any case, the Company may take all the criminal, civil or administrative actions provided by the law, should the related liability arise.

9 – ENTRY INTO FORCE AND AMENDMENTS

This *Policy*, approved by the Board of Directors of NAR, is effective as of 17 December 2023. Upon its entry into force, all the provisions previously adopted on the subject, in whatever form communicated, shall be deemed repealed, if incompatible or dissimilar, as they are replaced by the present Policy.

The Company shall provide for the necessary advertising, by displaying the *Whistleblowing Policy* on the Company's website and intranet, as well as by communicating it to employees through the internal communication portal.
