

LIMONTA S.p.A.

Whistleblowing Reports

Regulation for the handling of whistleblowing reports of unlawful conduct and related forms of protection

Introduction and Scope

In conducting its business activities, LIMONTA upholds a comprehensive approach to crime prevention and ensures that the Company operates in full compliance with the law.

This internal regulation (the “**Regulation**”) aims to provide information on the whistleblowing procedure adopted by LIMONTA, in accordance with the Italian Legislative Decree No. 24/2023, while also providing protection for Whistleblowers.

The whistleblowing procedure allows individuals to report misconduct they have become aware of in the workplace that violates:

- national or European Union regulatory provisions;
- LIMONTA's Organization, Management, and Control Model;
- LIMONTA's Code of Ethics;
- other compliance requirements

The whistleblowing procedure cannot be used for general complaints, customer complaints, or warranty requests.

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1. PURPOSE

The Regulation aims to define the operational procedures and responsibilities related to the generation, submission, and examination of Whistleblowing Reports of alleged wrongdoing, in accordance with the provisions of the Italian Legislative Decree No. 24 of 10th March 2023 (the so-called “whistleblowing decree”), issued in implementation of the EU Directive 2019/1937 of the European Parliament and of the Council, as well as in relation to any breaches of the Company's Organisation, Management and Control Model.

2. SCOPE OF APPLICATION

The Regulation deals with the Whistleblowing system adopted by the Company pursuant to the Italian Legislative Decree No. 24 of 10th March 2023 and applies to Limonta S.p.A. (“LIMONTA” or the “Company”).

3. DEFINITIONS

For the purposes of this document, the following terms shall have the meanings conventionally assigned to them in this paragraph 3:

- **Whistleblowing Channel:** each channel identified in the Regulation through which Whistleblowing may be channelled pursuant to paragraph 5.
- **Facilitator:** a natural person assisting the Whistleblower in the whistleblowing process, operating within the same work environment and whose assistance must remain confidential.
- **Manager:** the Body responsible for managing and examining the Whistleblowing Reports concerning Breaches other than Breaches of the obligations under Italian Legislative Decree No. 231/2001, for which the SB is always responsible.
- **SB:** the Company's Supervisory Body pursuant to the Italian Legislative Decree No. 231/2001, which has the task of receiving, analysing and verifying the validity of the Whistleblowing Reports concerning Breaches of the obligations set forth in the Italian Legislative Decree No. 231/2001 (also with the possible support of other internal or external functions of the Company which may be the first recipients of the Whistleblowing Report).
- **Retaliation:** any conduct, act or omission, even if only attempted or threatened, carried out as a result of the Whistleblowing Report, which causes or may cause the Whistleblower, directly or indirectly, unjust damage.
- **Company:** LIMONTA.
- **Whistleblower:** anyone, whether an employee of the Company or a Third Party, who decides to make a Whistleblowing Report concerning a Breach of which he/she has become aware in the context of his/her work.
- **Reported Party [Whistleblowing Recipient]:** the subject to whom the Whistleblower

attributes the commission of the Breach reported.

- **Whistleblowing Report:** oral or written communication, including anonymous submissions, made by the Whistleblower concerning any Breach of which the Whistleblower has become aware by reason of the duties performed. As provided for in Article 1 of the Italian Legislative Decree No. 24/2023, complaints, claims, or requests that pertain exclusively to the Whistleblower's personal interests, concerning only his/her individual employment relationship or their relationship with higher-ranking figures, should not be considered as the subject of a Whistleblowing.
- **Third Party/Parties:** individual/s or entity/ies in a business relationship with the Company (e.g. Business Partners, customers, suppliers, consultants, collaborators, etc.).
- **Breaches:** pursuant to Articles 1 and 2 of the Italian Legislative Decree No. 24/2023, conducts, acts or omissions that harm the public interest or the integrity of public administration or private entities and that consist of: **i)** administrative, accounting, civil or criminal offences, **ii)** unlawful conduct relevant under the Italian Legislative Decree No. 231/2001 (including breaches of the Organisation, Management and Control Model and of the Company's Code of Ethics), **iii)** offences falling within the scope of application of European Union acts and of the national provisions implementing them; **iv)** acts or omissions affecting the financial interests of the European Union; **v)** acts or omissions concerning the internal market (e.g. breaches concerning competition and State aid); **vi)** acts or behaviours that undermine the purpose or objectives of the provisions set out in the European Union acts.

4. REFERENCE LEGISLATION

- Directive (EU) 2019/1937 of the European Parliament and of the Council;
- Italian Legislative Decree No. 24/2023 which implemented Directive (EU) 2019/1937;
- Italian Legislative Decree No. 231/2001;
- Italian Law No. 179/2017 and amendments and riders thereof on the subject of whistleblowing;
- Code of Ethics of the Company;
- Organisation, Management and Control Model of the Company.

5. MODES OF OPERATION

5.1 Whistleblowing Channels

Pursuant to the Italian Legislative Decree No. 24 of 10th March 2023, the Company has set up the following internal Reporting Channels, which guarantee the confidentiality of the identity of the Whistleblower, the Facilitator, the person involved and any other individuals mentioned in the Whistleblowing, as well as the content of the Whistleblowing itself and its related documentation. These Whistleblowing Channels, which are alternative to one another

and have the same purpose and effectiveness, are managed by specially appointed individuals external to the Company (which does not have access to them), who meet professional, autonomous, independent and impartial requirements.

a) Whistleblowing Reports to the Manager in oral form

The Company allows the Whistleblower to submit its Whistleblowing Report orally. Oral Whistleblowing Reports shall be made, upon Whistleblower's request, through a face-to-face meeting scheduled within a reasonable timeframe.

If the Whistleblowing Report is made through a meeting, it will be documented in writing with a detailed account of the conversation by the designated personnel. The Whistleblowing Report will then be reviewed, amended if necessary, and confirmed by the Whistleblower with its own signature.

b) Written Whistleblowing Report to the Manager

A written Whistleblowing Report can be submitted, even anonymously, through the Group's online platform, accessible at the link <https://whistleblowing.limonta.com>, by clicking on the 'submit a whistleblowing' button and then on the Limonta logo, or by ordinary mail to the Manager's office, always indicating the words 'confidential documentation', at the following address:

Gestore Segnalazioni Limonta
[Limonta Whistleblowing Report's Manager]
c/o PLS LEGAL S.r.l. S.T.A.
Via Filippo Turati. 26
20121 Milano (MI)

c) Whistleblowing Report to the SB of Breaches relevant under the Italian Legislative Decree No. 231/2001.

The possibility to submit Whistleblowing Reports, concerning unlawful conduct relevant under the Italian Legislative Decree no. 231/2001 (including breaches of the Organisation, Management and Control Model and of the Company's Code of Ethics) will remain valid, including directly to the SB, by means of the methods and communication channels provided for by the Organisation, Management and Control Model and, in particular, by e-mail to odv_limonta@stasis.it.

The SB is also required, in the case of non-anonymous Whistleblowing Reports, to ensure the confidentiality of the Whistleblower's identity when managing the Whistleblowing Report. The original paper documents are stored in the special archive of the SB, accessible only to the members of that Body.

5.2. Content of the Whistleblowing Report

Whistleblowing Reports must relate to Breaches relevant for the purposes of this Regulation, as defined in Section 3, as well as: **i)** be specific and based on precise and consistent elements, **ii)** describe verifiable facts directly and known to the Whistleblower (thus not hearsay or merely 'second-hand information'), and **iii)** contain all the necessary information to unequivocally identify the perpetrators of the unlawful conduct.

Whistleblowing Reports cannot therefore relate to generic suspicions, lacking factual and/or documentary evidence, nor to news merely reported by third parties, if the Whistleblower has not taken note of the reported conduct even personally.

The Whistleblower, therefore, is required to provide all useful elements to ascertain the veracity of the reported facts, in order to enable appropriate verifications in connection with the Whistleblowing Report.

In particular, the Whistleblowing Report must indicate:

- the Whistleblower's personal details, his/her job title or position (unless the Whistleblower wishes to remain anonymous);
- a clear and complete description of the facts being reported and the manner in which he/she became known;
- the date and place where the event occurred;
- the name and/or role (qualification, professional position or department in which the activity is performed) of the Individual(s) who has/have engaged in the reported conduct;
- the possible presence of other parties involved;
- the nature of the damage (e.g. corruption, environmental damage, etc.);
- the names and roles of any other individuals who may provide information regarding the Whistleblowing Report;
- any documents that may confirm the accuracy of the reported facts;
- the witnesses, if any;
- any other information that may provide useful feedback on the existence of the reported facts.

Anonymous Whistleblowing Reports shall only be accepted if they are duly detailed and capable of revealing specific facts and situations that can be verified. They will only be taken into consideration if they are adequately provided with evidence and do not appear to be irrelevant or unfounded.

5.3 Receipt of Whistleblowing Reports

Upon receiving the Whistleblowing Report, the Manager promptly fills out the WHISTLEBLOWING REGISTER, which must include the following information:

- a sequential identification number that ensures its unique identification;

- the date of receipt;
- the Whistleblowing Channel used;
- the classification of the Whistleblowing Report, based on the preliminary assessment of its content (Relevant and Pertinent, Incomplete, Non-Relevant);
- findings and conclusions.

Whistleblowing Reports must preliminarily be classified by the Manager according to the following criteria:

- **Relevant and Pertinent:** Whistleblowing Reports that meet the requirements laid down in the Regulation, allowing the initiation of follow-up investigations, as well as falling within its scope. In particular, a Whistleblowing Report is considered Relevant when it is detailed and based on specific factual elements, not subject to different interpretations, as well as consistent and converging in the same direction. A Whistleblowing Report shall be deemed Relevant when it concerns actions or omissions, whether committed or attempted: **i)** in breach of national or European Union regulations, as provided for in Article 1 of the Italian Legislative Decree no. 24/2023; **ii)** relevant pursuant to the Italian Legislative Decree No. 231/2001 (reference is to be made to the Register of offences set out in the aforementioned Decree); **iii)** in breach of the Code of Ethics, the Organisation, Management and Control Model or of any procedure, operational instruction, policy or regulation referred to therein;
- **Incomplete:** Whistleblowing Reports that lack sufficient content to initiate follow-up actions, as they do not meet the requirements of the Regulation. In such cases, the Manager may, at his/her discretion, request additional information from the Whistleblower, necessary to initiate investigations on the reported facts, potentially reclassifying the Whistleblowing Report as Relevant if the acquired elements meet the Regulation's requirements;
- **Non-Relevant:** Whistleblowing Reports that do not fall within the scope of the whistleblowing regulations (Italian Law No. 179/2017 and Italian Legislative Decree No. 24/2023), as they relate to: **i)** Reported Parties who have no relationship with the Company; **ii)** facts, actions, or omissions that do not concern Breaches relevant under the Regulation; **iii)** complaints, claims, or requests related to the Whistleblower's purely personal interest.

The Manager, upon receiving a Whistleblowing Report, through the Whistleblowing Channels referred to in paragraph 5.1 a) and 5.1 b), concerning unlawful conduct pursuant to the Italian Legislative Decree No. 231/2001, a breach of the Organisation, Management and Control Model and/or of the Company's Code of Ethics, shall transmit it to the Supervisory Body, which shall handle it in accordance with the provisions of the Regulation.

If the Whistleblowing Report is submitted to a person other than the Manager and the SB, it

must be forwarded by that party, within seven (7) days of its receipt, to the competent body (Manager or SB), and the Whistleblower shall be informed of its receipt.

5.4 Abstention from Managing the Whistleblowing Report due to Potential Conflict of Interest

In the event that the Reported Party coincides with the Manager, or if he/she has an interest related to the Whistleblowing Report that compromises his/her impartiality and independence of judgment, he/she must promptly notify the Board of Directors of the Company and abstain from the Whistleblowing Management process.

Similarly, if the Reported Party is a member of the Supervisory Body, or if he/she has an interest related to the Whistleblowing Report that compromises his/her impartiality and independence of judgment, he/she must promptly inform the Supervisory Body collectively and abstain from the Whistleblowing Management process. If the SB is composed of a single member, the Whistleblowing Report must be sent to the Manager, the Board of Statutory Auditors, and the Board of Directors of the Company (if not involved in the Whistleblowing Report).

The Manager and the SB, in the case of Whistleblowing Reports concerning members of the Board of Directors, shall immediately notify the Board of Statutory Auditors.

5.5 Verification of the grounds of the Whistleblowing Report

Within the framework of the management of the Whistleblowing Channels, the Manager and/or the Supervisory Body, responsible for handling the Whistleblowing Reports, within their respective competences, perform the following activities:

- a) issue an acknowledgment of receipt of the Whistleblowing Report to the Whistleblower within seven (7) days from the date of receipt;
- b) maintain communications with the Whistleblower and may request further information from the latter, if necessary;
- c) diligently follow up the Whistleblowing Reports received;
- d) provide a feedback on the Whistleblowing Report within three (3) months from the date of the acknowledgement of receipt or, in the absence of such notice, within three (3) months from the expiry of the period of seven (7) days from receipt of the Whistleblowing Report.

Verification of the validity of the circumstances described in the Whistleblowing Report is the responsibility of the Manager or the Supervisory Body, for unlawful conduct relevant under the Italian Legislative Decree No. 231/2001 (including breaches of the Organisation, Management and Control Model and of the Company's Code of Ethics). They will act in compliance with the principles of impartiality and confidentiality, carrying out any activity deemed appropriate, including the personal hearing of the Whistleblower and of any other individuals who may provide information on the facts.

The Manager and the SB, in carrying out the activities to verify the validity of the Whistleblowing Report, may avail themselves of the support of external consultants and/or collaborate with company structures and functions when, due to the nature and complexity of the verifications, their involvement is necessary. During the investigative activity related to the Whistleblowing, the right to confidentiality of the Whistleblower's identity is guaranteed, unless this is not possible due to the intrinsic characteristics of the investigations to be conducted. The same duties of conduct aimed at ensuring the confidentiality of the Whistleblower also apply to the consultant or internal subject providing support to the Manager and/or the SB.

At the conclusion of the investigative activity, the Manager and/or the SB, if they do not believe there are grounds for dismissal due to the fact that the Whistleblowing Report is unfounded, will draw up a specific report for the Board of Directors. This report will formalize the context, the relevant regulatory and procedural framework, the verification activities conducted, the resulting findings, the documents, or other elements demonstrating the illicit conduct or the committed Breach, for the possible adoption of disciplinary measures against the Reported Party by the Company. If the Manager and/or the SB, in the aforementioned report, identify areas for improvement, corrective actions, and/or risk mitigation, these may be communicated, always respecting the principle of protecting the Whistleblower's confidentiality, to the relevant corporate departments for evaluation and implementation of necessary corrective and risk mitigation actions or for the adoption of all improvement actions to protect the Company.

Should the Manager and/or the SB, at the end of their investigative activity, ascertain that the Whistleblowing Report is unfounded, they shall notify the Company, which will evaluate the possible disciplinary sanctions against the Whistleblower, when it is established, even by a first-degree court ruling, his/her criminal liability for the crimes of defamation or slander or in any case for the same offences committed through the report to the judicial or accounting Authority, or his/her civil liability, on the same grounds, in cases of wilful misconduct or gross negligence.

5.6 Confidentiality and Non-Retaliation Policy

It is the responsibility of the Manager and the SB, within their respective areas of competence, to ensure the confidentiality of the Whistleblower's identity and any other information that could directly or indirectly reveal their identity, from the moment the Whistleblowing Report is received, even if said Report is later found to be incorrect or unfounded.

All Whistleblowing Reports received, regardless of the Whistleblowing Channel used, are filed and stored by the Manager and/or the SB to protect the Whistleblower's confidentiality. The Whistleblowing Report and any documentation attached thereto cannot be accessed or copied by unauthorized individuals.

The Whistleblower's identity must be protected at every stage following the Whistleblowing

Report, except when it is necessary to disclose it in cases where the Whistleblower has been found criminally liable, even at the first-instance level, for defamation or slander, or for the same offences committed through the report to the Judicial or Accounting Authority, or is civilly liable for the same reason in cases of wilful misconduct or gross negligence. Disclosure is also permitted in situations where anonymity cannot be upheld by law (e.g. testimonies or statements collected by the Judicial Police, Administrative Authorities, or during inspections conducted by Supervisory Authorities, etc.).

With specific regard to the disciplinary procedure, the Whistleblower's identity may only be disclosed to the head of the company function responsible for disciplinary proceedings (Employer and/or HR Department) and/or the accused party only in the following cases:

- Whistleblower's express consent; or
- the disciplinary charge is found to be solely based on the Whistleblower's report, and the knowledge of the Whistleblower's identity is absolutely essential for the defence of the accused, as requested and justified in writing by the latter. In this case, it is the responsibility of the disciplinary authority (Employer and/or HR Department) to evaluate the request from the accused and to determine whether the condition of absolute necessity for knowing the Whistleblower's identity for the defence is met. If such a need is deemed to exist, the disciplinary authority must submit a reasoned request to the Manager and/or the Supervisory Body, depending on their respective competencies, containing a clear and accurate explanation of the reasons why knowledge of the Whistleblower's identity is essential.

If the charge is based solely on the Whistleblowing Report and the knowledge of the Whistleblower's identity is essential for the defence of the accused, the Whistleblowing Report can only be used for the purposes of the disciplinary proceedings if the Whistleblower consents to the disclosure of his/her identity (therefore, in such cases, if there is no consent from the Whistleblower, the Whistleblowing Report cannot be used for disciplinary purposes). The disciplinary authority has the same confidentiality obligations towards the Whistleblower as those required of the Manager and the SB.

In the case of forwarding the Whistleblowing Report to other company structures/bodies for investigative activities, only the content of the Whistleblowing Report should be sent, excluding—wherever possible—all references that could lead, even indirectly, to the Whistleblower's identity.

The Company, pursuant to the Italian Law No. 179/2017 and the Italian Legislative Decree No. 24/2023, prohibits any act of retaliation or discrimination against the Whistleblower for reasons related, directly or indirectly, to the Whistleblowing Report and intends to prosecute, in accordance with the law and with the disciplinary sanctions provided for in its Organisation, Management and Control Model:

- anyone who breaches the Whistleblower's protection measures by taking discriminatory actions;

- anyone who, in bad faith, wilfully or with gross negligence, submits Whistleblowing Reports that later prove to be unfounded.

The adoption of discriminatory measures against persons submitting Whistleblowing Reports referred to in the Regulation may be reported to the Italian Anti-Corruption Authority (ANAC), pursuant to the provisions set forth in the Italian Legislative Decree No. 24/2023, to the Italian Labour Inspectorate, for the measures falling within its competence, as well as to the trade union organisation indicated by the Whistleblower.

5.7 Arrangements for Filing and Storing Documentation

The Manager shall keep the **WHISTLEBLOWING REGISTER** and all the documentation received in compliance with the confidentiality obligations set out in the Italian Legislative Decree No. 24/2023 and the EU Regulation No. 679/2016, for the time necessary to process the Whistleblowing Report and in any case no longer than five (5) years from the date of communication of the final outcome of the Whistleblowing procedure.

Similarly, the SB keeps, in its Whistleblowing register, the documentation relating to the Whistleblowing Reports relevant under the Italian Legislative Decree No. 231/2001, received from the Whistleblowers or the Manager.

5.8 External Whistleblowing Reports.

The Whistleblower may submit a Whistleblowing Report of Breaches to ANAC (Italian Anti-Corruption Authority), through the appropriate channels set up by that Authority, only if the following conditions are met:

- the internal reporting channel is not provided for in the workplace context, or it is not active even if mandatory, or even if activated, it does not comply with the provisions of Article 4 of the Italian Legislative Decree No. 24/2023;
- the Whistleblower has already submitted an internal Whistleblowing Report and it has not been followed up;
- the Whistleblower has reasonable grounds to believe that, if he/she submitted an internal Whistleblowing Report, such Report would not be effectively followed up, or that the Whistleblowing Report might lead to a risk of retaliation;
- the Whistleblower has reasonable grounds to believe that the breach may constitute an imminent or manifest danger to the public interest.