

WHISTLEBLOWING POLICY

Carpi 17/01/2024

1. FOREWORD

On 15 March 2023, Legislative Decree No. 24 of 2023, entitled *'Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and on the protection of persons who report breaches of national laws'* came into force. This Legislative Decree, transposing the aforementioned (EU) Directive in Italy, introduced a new system of reporting violations, providing for a common discipline for public and private entities.

The aforementioned legislative decree - which repealed Law no. 179 of 2017 (containing *"Provisions for the protection of the authors of reports of offences or irregularities of which they have become aware in the context of a public or private employment relationship"*) has therefore brought with it the need to draft this policy, conforming it to the requirements of the new legislation, which, moreover, does not only affect the subjective sphere, but also the objective one (what is considered a relevant violation for the purposes of protection), as well as regulating the reporting channels, with different methods of presentation of the reports.

1.1 - OBJECTIVE

This procedure aims to regulate the process of reporting violations in compliance with the provisions of the aforementioned legislative decree as well as the system adopted by the parent company Karl Mayer, for example by adopting in Stoll Italia s.r.l. the same reporting platform prepared by the latter, providing all the necessary indications to allow interested parties to report - also anonymously - civil, criminal, administrative and/or accounting offences, as well as violations of national and/or European regulations, in addition to conduct in violation of the Organisational Model and/or the Code of Ethics pursuant to Legislative Decree no. 231/01.

2. SCOPE OF APPLICATION

2.1. - SUBJECTIVE SCOPE

Specifically, the decree refers to private sector entities that:

- (i) have employed an average of at least 50 workers in the last year;
- (ii) operate in the areas of application of the European regulations referred to in Parts I.B. and II of Annex 1 of the Decree, even if they have not reached an average of 50 employees in the last year;
- (iii) have implemented a Model pursuant to Legislative Decree 231/01, even if they have not reached an average of 50 employees in the last year.

This procedure therefore **applies to Stoll Italia s.r.l.** (hereinafter also referred to as 'the Company') as a private sector entity that, falling within the scope of Legislative Decree 231/2001, adopts an Organisation, Management and Control Model.

Specifically, the procedure intends:

- provide indications as to **who** can make alerts;
- indicate **what** can be reported;
- define possible **reporting channels**;
- regulating the **internal reporting channel** by identifying the **persons appointed to receive** internal reports and defining the **timeframes** and **methods for handling them to ascertain** what has been reported;
- indicate what **measures have been put in place to protect the whistleblower**, in compliance with the legislation in force;
- Specify what the responsibility of the reporter is and what the reporter's rights are;
- indicate the prerequisites for the use of the **external reporting channel** and **public disclosure**.

The procedure in question does not alter, for the Company, the periodic information flows to the Supervisory Board, as regulated in the general part of the Organisational Models adopted pursuant to Legislative Decree No. 231 of 2001.

3. SUBJECTS THAT CAN MAKE ALERTS

Legislative Decree No. 24 of 2023 identifies '**Whistleblowers**' as 'natural persons who report violations acquired in the course of their work:

- shareholders and persons with administrative, management, supervisory or representative functions, even if such functions are exercised on a de facto basis;
- employed workers including workers whose employment relationship is governed by Legislative Decree 81/2015 e.g. part-time, intermittent, fixed-term, temporary, administration, apprenticeship, ancillary work, as well as workers who perform occasional services (Art. 54-bis of Legislative Decree No. 50/2017);
- self-employed workers and holders of a collaboration relationship working for the Company;
- freelancers and consultants working for the Company;
- volunteers and trainees, paid and unpaid, who work for the Company.

The protection applies not only if the report is made during the term of the employment or other legal relationship, but also during the probationary period and before (e.g. in the pre-contractual phase) or after the establishment of the legal relationship, after the termination of the relationship.

The protections afforded to Whistleblowers are also extended:

or persons in the same work environment as the person making the report or the person who has filed a complaint with the judicial or accounting authorities or the person who has made a public disclosure and who are linked to them by a stable emotional or kinship relationship up to the fourth degree;

or colleagues of the reporting person or of the person who filed a complaint with the judicial or accounting authorities or who made a public disclosure, who work in the same work environment as the reporting person or who have a habitual and current relationship with that person;

or entities owned by the reporting person or the person who made the complaint to the judicial or accounting authorities or made a public disclosure, or for which those persons work, as well as entities operating in the same work environment as those persons.

4. OBJECTIVE SCOPE - THE CONTENT OF ALERTS

The subject of the whistleblowing is information on violations of specific national and European Union regulations, which harm the public interest or the integrity of the private entity. The information may concern both violations committed and those not yet committed that the *whistleblower* believes could be committed on the basis of concrete elements. Elements concerning conduct aimed at concealing violations may also be reported. The legislator has typified the offences, acts, conduct or omissions that can be reported, indicating in detail what qualifies as a breach.

The persons identified in para. 3 may therefore report:

- i. administrative, accounting, civil or criminal offences occurring in the corporate context;**
- ii. unlawful conduct pursuant to Legislative Decree No. 231 of 2001 or violations of Model 231;**
- iii. offences (always occurring in the business context) that fall within the scope of the European Union or national acts indicated in the Annex to the Decree or national acts that constitute the implementation of the European Union acts indicated in the European Directive 2019/1937 and that relate to the following areas: public procurement, services, products and financial 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 welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems;**
- iv. acts or omissions detrimental to the interests of the European Union (Article 325 TFEU);**
- v. acts or omissions concerning the free movement of goods, persons, services and capital in the internal market, including violations of EU rules on : a) competition; b) state aid; c) corporate taxation;**
- vi. acts or conduct that frustrate the object and purpose of the EU provisions referred to in iii., iv. and v. above.**

No reports with content other than that mentioned above are allowed.

In particular, **the following cannot be reported:**

- a) disputes, claims or demands of a personal nature**, which relate to individual working relations or relations with hierarchically superior figures, colleagues or co-workers;
- b) reports of violations already regulated by special laws**, already regulated by EU regulations or already transposed EU directives;
- c) reports on security and defence, defence procurement and national security.**

Reports must be made in good faith, be **circumstantiated, well-founded or at least based on concrete elements**. In particular, it is necessary that the reporter:

- describe precisely the fact being reported;
- indicates the personal details or other elements enabling the identification of the person to whom the reported facts are attributed, the person(s) held responsible for the violation(s), as well as any other person(s) involved and/or who may report the fact;
- describe the circumstances of time and place in which the event reported occurred;
- attach all available documents in support of the report;
- provide all useful elements for reconstructing the fact and ascertaining whether the report is well-founded.

Anonymous reports are treated in the same way as ordinary reports, and are therefore registered and records are kept no longer than five years from the date of receipt of such reports.

5. SIGNALLING CHANNELS

The violations referred to in Section 4 may be reported through three different channels, under the conditions expressly defined in Legislative Decree No. 24 of 2023, which has provided for a diversified system for submitting reports:

1. the internal reporting channel that is favoured because it is closest to the origin of the issues being reported;
2. the external reporting channel (ANAC) to which the whistleblower may have recourse only if particular conditions specifically provided for by the legislator are met;

3. public disclosure also requires special conditions to be fulfilled.

6. THE INTERNAL SIGNALLING CHANNEL

Internal reports can be made:

✓ in writing by one of the following alternative means:

- by ordinary mail to Stoll Italia s.r.l. - Whistleblowing, Via Von Siemens n.3/a - 41012 Carpi (MO)

- through the whistleblowing IT platform, by accessing the platform set up by parent company Karl Mayer:

https://sicher-melden.de/whistle/#!/mainpage/icm54004/karl_mayer_group

- ✓ with a face-to-face meeting, set within a reasonable period of time following an express request by

by the reporter sent through one of the channels indicated above (ordinary mail or web platform).

6.1 PROTECTIONS

Legislative Decree 24 of 2023 configures a system of protections and safeguards offered to those who report, make a public disclosure or denounce violations, protections that also extend to persons other than the reporter who might suffer retaliation. The system provided for by Legislative Decree 24/2023 consists of the following types of protection:

- protecting the **confidentiality** of the reporter, the facilitator, the person involved and the person in any case mentioned in the report, ensuring that the person who intends to reveal his or her identity receives adequate protection, including through the use of encryption tools;
- protection of the confidentiality of the content of the report and the related documentation;
- protection against any **retaliatory measures** taken by the entity by reason of the report, public disclosure or denunciation made;
- limitations of **liability with** respect to the disclosure and dissemination of certain categories of information operating under certain conditions;
- the provision of **support measures by** Third Sector entities included in a special list published by ANAC.

It should also be noted that:

- personal data are processed in compliance with the requirements set out in EU Regulation 2016/679 on privacy and in Legislative Decree No. 51 of 2018, through the use of technical and organisational measures suitable to guarantee a level of security adequate, on the basis of an impact assessment, to the obligations imposed by Article 13 of the aforementioned Legislative Decree No. 24 of 2023;
- ordinary mail and the whistleblowing IT platform also allow the whistleblower to make reports anonymously, i.e. without the whistleblower having to disclose his or her identity and without the recipient being able to discover it;
- In any case, anonymous reports will be dealt with, provided they are sufficiently substantiated and allow for appropriate investigation.

6.1 THOSE RECEIVING INTERNAL REPORTS

Internal reports are received by the **Body, i.e. the Reporting Officer, who has been** appointed as the appropriate person with the necessary expertise to receive and handle reports.

The Body/Manager handles reports in compliance with the principles of confidentiality set out in paragraph 7 and verifies their validity in the manner set out in the following paragraph.

6.2 THE WAY IN WHICH INTERNAL REPORTING IS INVESTIGATED AND MANAGED

The Reporting Body/Managing Director examines the internal reports received and takes all the initiatives it deems necessary to ascertain whether they are well-founded (or not).

When, at the request of the person making the report, the report is made orally during a meeting, it is documented, with the consent of the person making the report, either by recording it on a device suitable for storage and listening or by taking minutes. In the case of minutes, the reporting person may verify, rectify and confirm the minutes of the meeting by signing them.

In the case of alerts made using the IT platform, the system automatically generates a numeric code associated with each alert, which is valid as confirmation of receipt of the alert. A reporting agent who has chosen to use the IT platform may at any time use his code,

check through the platform itself for updates on the status of the report and/or supplement it with any additional information, also by exchanging messages with the Reporting Body/Managing Agent (also in anonymous mode if the IT platform is used anonymously).

A whistleblower who initially used the IT platform and chose to remain anonymous may, in the course of the next steps, manifest his or her identity - if he or she has changed his or her mind in the meantime - by revealing it in the message chat.

The reporting body/manager also carries out the following activities:

- a) issues the reporting person with an acknowledgement of receipt of the report within seven days of its receipt;
- b) maintains interlocutions with the reporting person and may request additions from the latter if necessary;
- c) properly follow up on the reports received;
- d) provide acknowledgement of the report within three months of the date of the acknowledgement of receipt or, in the absence of such notice, within three months of the expiry of the seven-day period from the submission of the report.

The Reporting Body/Managing Director then examines the facts reported and the documents (if any) received and, where it deems it necessary and/or appropriate for the purposes of ascertaining whether the report is well-founded, may, in accordance with the timeframe referred to above, do so:

- in the case of a report submitted through the whistleblowing IT platform, request any additional information from the whistleblower through the message chat;
- contact the reporter and summon him/her for a personal and confidential interview in order to receive clarifications and/or additions to the information and documents provided;
- conduct a hearing of any other persons who may report on the reported facts;
- carry out any other activity deemed appropriate for the purposes of ascertaining the report.

In carrying out the assessment activities, the Reporting Body/Managing Body may involve other functions of the Company and/or appoint external consultants, if necessary. The members of the working group involved in the examination of the report,

are subject to the same confidentiality constraints and responsibilities to which the **Whistleblowers' Management Body/Managing Body** is subject. All these persons are also obliged to refrain from dealing with the report in the event of possible conflicts of interest.

The Whistleblowings Management Body/Managing Director draws up and keeps minutes of any meetings relating to investigation activities conducted autonomously and/or with the assistance of the corporate functions involved.

If the report is relevant for the purposes of Legislative Decree no. 231/2001 - since it constitutes a violation of the Model or the Code of Ethics and/or one of the offences provided for in Decree no. 231 - the Reporting Management Body shall immediately notify the Supervisory Board of Stoll Italia s.r.l. The Supervisory Body (SB), informed of the report, in compliance with the principles of confidentiality and/or anonymity of the reporter, will cooperate in the investigation and management of the report, according to the protocol of the Supervisory Body of Stoll Italia s.r.l.

In particular, at the end of the checks, the Reporting Management Body prepares a report on the activities carried out and, in the event of unfounded reports, promptly notifies the reporting party and the Supervisory Board (if previously concerned), proceeding to file the report at the same time.

In the event of manifestly unfounded reports, made with the sole purpose of discrediting one or more persons or corporate functions or the Company and/or in any case harassing other employees of the Company, the Reporting Body/Managing Director - in agreement with the Personnel Manager and, where appropriate, with the Board of Directors shall initiate the procedure for the imposition of a sanction against the author of the aforementioned unfounded reports, also in compliance with the labour laws in force and with the applicable National Labour Contract, and shall adopt all the measures deemed, from time to time, the most appropriate, not excluding - where the requirements are met - the possible reporting to the competent Judicial or Accounting Authorities. On the other hand, no action or sanction is envisaged against those who should report in good faith facts that subsequent verifications prove to be unfounded.

Otherwise, should the report prove to be well-founded (or at least appear to be so) following the checks carried out, the Reporting Management Body shall promptly notify the following persons:

- to the Supervisory Board of the company concerned, if the fact has 231 relevance;
- and in any case to the Managing Directors/Legal Representatives of the companies concerned; in order for them to assess an action and/or intervention plan that may include, depending on the case, (i) the possible reporting/notification to the Judicial or Accounting Authorities of criminal, civil, accounting and/or administrative offences and/or violations of European and/or national legislation in the areas indicated in the introduction, (ii) the possible adoption of sanctions against the reported person and/or in any case against the persons found to be perpetrators of the unlawful conduct and/or violations reported (iii) any other initiative necessary for the possible adaptation of the Organisational Model, company procedures and/or practices in force with respect to the violations that have occurred.

Also in these cases, the Reporting Body/Managing Director reports the outcome of the process and the possible imposition of sanctions against the reported person or the author of the offence (if different), as well as the possible initiation of judicial/accounting proceedings against him/her.

Reports and reports received by the Whistleblowings Management Body are accessible only to it - and to the persons (as indicated above) involved by it in the subsequent verification and assessment process - and are kept for the period of time strictly necessary for the management of the report. The Whistleblowings Management Body is therefore responsible, at each stage of the process described above, for the safekeeping of the documents it receives and for filing them in a manner that guarantees their integrity and completeness.

In particular, the processing of the data of the reporting person and of the reported person is carried out in compliance with the personal data protection legislation in force, expressly referred to in Legislative Decree No. 24 of 2023. The data will be kept only for the period strictly necessary for the management of the report and in any case no longer than is necessary to follow up the report. In cases where the report is considered worthy of further attention by the Company, the report and the relevant documentation shall be

retained for a maximum of five years after the closing of the alert. Naturally, if a judgment is triggered by the report, the period will be extended until the conclusion of the judgment.

The processing of personal data relating to the receipt and management of the report is carried out by the Reporting Body/Management Officer, as Data Controller, in compliance with the principles set out in Articles 5 and 25 of the aforementioned EU Regulation 2016/679 or Articles 3 and 16 of the aforementioned Legislative Decree No. 51 of 2018.

7. SAFEGUARDING THE CONFIDENTIALITY OF THE REPORTER

The Reporting Body/Managing Director (and any other persons involved in the process) ensures the utmost confidentiality of the reporter, protecting his or her identity, in order to avoid exposing him or her to retaliatory measures that might be taken as a result of the report. In compliance with the fundamental principles of personal data protection, such as that of purpose limitation and data minimisation, the decree expressly states that reports may not be used beyond what is necessary to provide adequate follow-up.

Except in cases where confidentiality cannot be enforced by law (e.g. criminal, tax and/or administrative investigations, inspections by supervisory authorities), the identity of the reporter cannot be disclosed to anyone without the consent of the person concerned.

Therefore, subject to the exceptions set out above, all those who receive or are involved in the process of managing reports - and first and foremost the Reporting Body/Managing Body - are required to protect the confidentiality of the person making the report and to ensure the utmost discretion with regard to the information received, even indirectly, concerning the facts reported. Similarly, they are required to protect the confidentiality of the person involved and of the person mentioned in the report.

Breach of the duty of confidentiality is a source of disciplinary liability, without prejudice to further responsibilities provided for by law.

8. PROTECTION OF WHISTLEBLOWERS FROM RETALIATORY AND/OR DISCRIMINATORY ACTS AND SUPPORT MEASURES IN THEIR FAVOUR

Stoll Italia will not tolerate threats, retaliation and/or discrimination against anyone who, in good faith, reports unlawful conduct and/or conduct that does not comply with European and/or national regulations,

referred to above, and/or civil, criminal, accounting and disciplinary offences, as well as violations of the Organisational Model or acts constituting offences pursuant to Legislative Decree No. 231/2001.

The decree defines retaliation as 'any conduct, act or omission, even if only attempted or threatened, occurring as a result of the whistleblowing, complaint to the judicial or accounting authorities or public disclosure and which causes or may cause the whistleblower or the person who made the complaint, directly or indirectly, unjust damage'. Retaliatory and/or discriminatory measures mean - for example - dismissal, suspension, unjustified disciplinary actions, unjustified changes of job or location, harassment in the workplace, negative merit notes, coercion, intimidation and/or any other type of mobbing directly and/or indirectly related to the report made (as described in Article 17 of Legislative Decree no. 24 of 2023), which have an effect on the reporting person's working conditions.

A whistleblower who believes that he or she has suffered a retaliatory and/or discriminatory act as a result of his or her report may inform his or her line manager or the Personnel Department Manager of Stoll Italia s.r.l. so that he or she may assess it:

- the need/opportunity to restore the situation and/or remedy the negative effects of discrimination;
- the existence of grounds for initiating disciplinary proceedings against the perpetrator of the retaliation and/or discrimination.

The whistleblower may also inform the ANAC (National Anti-Corruption Authority), which then proceeds to inform the National Labour Inspectorate, for measures within its competence.

The whistleblower may also receive support measures - of the kind described in detail in Article 18 of Legislative Decree no. 24 of 2023 - from Third Sector entities. These measures consist of information, advice, assistance free of charge on how to report and protection from retaliation.

9. RESPONSIBILITY OF THE REPORTER

It is the responsibility of the reporter - including anonymous ones - to make reports in good faith and in line with the declared spirit of this procedure: reports that are manifestly unfounded, opportunistic and/or made with the sole purpose of harming the reported person or persons

however affected by the report will not be taken into account and, as anticipated, will be liable to penalties and/or action before the competent judicial or accounting authorities.

10. RIGHTS OF THE REPORTED PERSON

During the activity of verifying and ascertaining the unlawful conduct and violations that can be reported, the persons reported may be involved in this activity, but - in no case - a sanctioning procedure will be initiated against them on the grounds of the report, in the absence of concrete evidence as to its content. Any initiatives, as anticipated, could be taken following evidence found and ascertained from the report itself.

11. THE EXTERNAL SIGNALLING CHANNEL

Legislative Decree No. 24 of 2023 also set up an external reporting channel, which allows the reporting party to submit to the ANAC (National Anti-Corruption Authority) a report of a violation of the kind referred to in the introduction.

It should be noted, in this respect, that the reporting person may only make such a report if, at the time of its submission, one of the following conditions is met:

- a) the internal channel is not active or, even if activated, does not comply with the provisions of the decree with regard to the subjects and modalities for submitting internal reports, which must be able to guarantee the confidentiality of the identity of the reporter and other protected subjects;
- b) the reporting person has already made an internal report and the report has not been followed up, i.e. the report has not been dealt with within a reasonable time or action has not been taken to address the breach;
- c) the reporting person has reasonable grounds to believe that, on the basis of the factual circumstances attached and the information actually available, if he or she were to make an internal report, the report would not be effectively followed up or that the report might give rise to the risk of retaliation;
- d) the person issuing the alert has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

The report to the ANAC - to be made either in writing through the IT platform or orally through the telephone lines or the voice messaging system or through a direct meeting with an official - guarantees in any case the confidentiality of the reporter, the person reported, the person mentioned in the report, the content of the report and the documentation produced, including through the use of encryption tools.

The ANAC's institutional website publishes all the information needed to make an external report (contacts, channels and instructions for making the report, how to handle it, etc.), as well as indications on how to manage and file it. To this end, the ANAC prepares ad hoc Guidelines.

12. PUBLIC DISCLOSURE

Legislative Decree No. 24 of 2023 also provides for the possibility of reporting offences by means of public disclosure, to be understood as that activity by which the reporter aims to 'bring information about violations into the public domain through the press or electronic means or in any case through means of dissemination capable of reaching a large number of people'. This includes social networks and new communication channels. It should be noted, in this respect, that the reporting person may benefit from the protection provided for by Legislative Decree No. 24 of 2023 only if, at the time of the public disclosure, one of the following conditions is met:

1. an internal report, to which the administration/entity did not provide feedback on the measures envisaged or adopted to follow up the report within the required timeframe, was followed up by an external report to ANAC, which, in turn, did not provide feedback to the reporter within a reasonable timeframe;
2. the person has already made an external report directly to the ANAC, which, however, has not replied to the reporter as to the measures envisaged or adopted to follow up the report within a reasonable period of time;
3. the person directly makes a public disclosure because on the basis of reasonable grounds based on the circumstances of the particular case, he or she considers that the breach may pose an imminent or obvious danger to the public interest;

4. the person directly makes a public disclosure because, on the basis of reasonable grounds based on the circumstances of the particular case, he or she considers that the external report may entail a risk of retaliation or may not be effectively followed up.

13. DISSEMINATION OF THE PROCEDURE AND TRAINING

This procedure is communicated, illustrated and disseminated, in all its parts, to all personnel (collaborators and/or employees) and to the Supervisory Body of Stoll Italia s.r.l., as well as to all those third parties interested in compliance with the prescriptions contained herein. The procedure is disseminated and implemented within the company organisation by means of specific organisational provisions and by means of published training to personnel through computerised methods and/or classroom courses planned, from time to time, according to specific needs.