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	ORGANISATION AND MANAGEMENT MODEL ACCORDING TO LEGISLATIVE DECREE 231/01 SUPPLEMENTED BY ART. 30 OF LEGISLATIVE DECREE 81/08	

**Model of the organisation, management, and  
control according  
to Legislative Decree no. 231  
of June 8, 2001**

**Annex E**

# PROCEDURE FOR REPORTING WRONGDOING AND IRREGULARITIES (WHISLEBLOWING)

in application of Legislative Decree no.  
24 of 10/03/2023

*(Whistleblowing)*

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## **1 . REGULATORY SOURCE AND NATURE OF THE ARRANGEMENT**

On 30 March 2023, the Legislative Decree no. 24 of 10 March 2023 on "*Implementing Directive (EU) 2019/1937 on the subject of so-called "whistleblowing", i.e. the activity of a person working within a company, whether public or private, who decides to report an offence, fraud or danger of which he/she has become aware during the course of his/her work*" (published in the Official Gazette, General Series no. 63 of 15 March 2023) entered into force.

The law aims at encouraging the collaboration of workers to promote the emergence of corruption within public and private companies. The introduction of an *ad hoc* regulation on the phenomenon of the so-called *whistleblowing* implements the European legislation, aimed at strengthening the action to prevent and combat this phenomenon, also with the provision of systems that allow workers to report in safety conditions any breach of which they become aware.

As for the private sector, as the case may be, Raccorderie Metalliche spa already implemented the provisions of Article 6, paragraph 1 letter a) of Legislative Decree no. 231 of 2001 which includes within the scope of the Organisational Model pursuant to Legislative Decree no. 231/01 (hereinafter, also Model) measures related to the presentation and management of reporting.

Although the current Model is permanently valid, these regulations provide for the new implementation provided for by Legislative Decree no. 24/2023 given that the same rule provides for art. 4 paragraph 1, that *"the organization and management models, referred to in article 6, paragraph 1, letter a), of Legislative Decree no. 231 of 2001, provide for the internal reporting channels referred to in this decree"*.

Raccorderie Metalliche S.p.A., without prejudice to the provisions of Annex E) of the Organisation, Management and Control Model according to Legislative Decree no. 231 dating of June 8, 2001, intends to comply with the regulatory requirements forecast by Legislative Decree no. 24/2023 (the "Decree").

According to the combined provisions of art. 1 and art. 2 of Legislative decree 24/2023 it is concluded that:

The reporting person is the person who reports, discloses, or reports to the Judicial or Accounting Authority, violations of national or European Union regulations possibly harming the public interest or the integrity of the public administration or private companies, becoming aware of it in a public or private work context.

**Definitions:**

In accordance with the provisions of art. 2 of the Decree it is understood:

**"Breach"** means conduct, acts or omissions that harm the public interest or the integrity of the public administration or the private sector and that consist of:

- (1) Administrative, accounting, civil or criminal breaches that do not fall under numbers 3), 4), 5) and 6).
- (2) significant unlawful conduct pursuant to Legislative Decree No. 231 of June 8, 2001, or breaches of the organization and management models provided for therein, which do not fall under numbers 3), 4), 5) and 6)

- (3) Breaches falling within the scope of acts of the European Union or national acts referred to in the Annex to this Decree or national acts constituting implementation of acts of the European Union referred to in the Annex to Directive (EU) 2019/1937, but not referred to in the Annex to this Decree, relating to the following areas: public procurement; financial services, products and 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; protection of privacy and protection of personal data and security of networks and information systems;
- (4) Acts or omissions affecting the financial interests of the Union referred to in Article 325 of the Treaty on the Functioning of the European Union specified in the relevant secondary legislation of the European Union.
- (5) Acts or omissions concerning the internal market, as referred to in Article 26 (2) of the Treaty on the Functioning of the European Union, including infringements of the European Union competition and State aid rules, as well as infringements concerning the internal market related to acts infringing the corporate tax rules or the mechanisms aimed at obtaining a tax advantage which undermines the object or purpose of the applicable corporate tax legislation;
- (6) Acts or conduct which undermine the object or purpose of the provisions referred to in the Union acts in the fields referred to in points (3), (4) and (5).

**"Information on breaches"** means information, including reasonable suspicions, about actual or potential breaches, which occurred or are very likely to occur in the organisation in which the reporting person works or has worked or in another organisation with which the reporting person is or was in contact through his or her work, and about attempts to conceal such breaches or finally has a legal relationship within the meaning of Article 3 (1) or (2), as well as the elements relating to the conduct intended to conceal such breaches;

**"Reporting' or 'report"** means, the oral or written communication of information on breaches.

**"Internal reporting"** means the oral or written communication of information on breaches within a legal entity in the private or public sector, submitted through the internal reporting channel referred to in Article 4 of the Decree.

**"External reporting"** means the oral or written communication of information on breaches to the competent authorities, submitted through the external reporting channel referred to in Article 7 of the Decree.

**"Public disclosure' or "publicly disclose"** means the making of information on breaches available in the public domain through the press or electronic means or in any case through means of general spreading capable of reaching many people.

**"Reporting person"** means a natural person who reports or publicly discloses information on breaches acquired in the context of his or her work-related activities.

**"Facilitator"** means a natural person who assists a reporting person in the reporting process in a work-related context, and whose assistance should be confidential.

**"Work related context"**: means current or past work activities in the public or private sector through which, irrespective of the nature of those activities, persons acquire information on breaches and within which those persons could suffer retaliation if they reported such information public disclosure or reporting to the judicial or accounting authority.

**"Person concerned"** means a natural or legal person who is referred to in the report or public disclosure as a person to whom the breach is attributed or with whom that person is associated.

**"Retaliation"** means any direct or indirect act or omission which occurs in a work-related context, is prompted by internal or external reporting or by public disclosure, and which causes or may cause unjustified detriment to the reporting person.

**"Follow-up"** means any action taken by the recipient of a report or any competent authority, to assess the accuracy of the allegations made in the report and, where relevant, to address the breach reported, including through actions such as an internal enquiry, an investigation, prosecution, an action for recovery of funds, or the closure of the procedure;

**"Feedback"** means the provision to the reporting person of information on the action envisaged or taken as follow-up and on the grounds for such follow-up.

**“Private sector entities”** means entities, other than those falling within the definition of public sector entities, which:

- 1) Employed, in the last year, the average of at least fifty employees on permanent or fixed-term contracts of employment.
- 2) Fall within the scope of the Union acts referred to in Parts I.B and II of the Annex, even if in the last year they did not reach the average number of employees referred to in point 1).
- 3) Are different from the subjects referred to in number 2), fall within the scope of Legislative Decree no. 231 of 8 June 2001, and adopt the organization and management models provided for therein, even if in the last year they did not reach the average number of employees referred to in number 1).

## **2 . AIM AND PURPOSE OF THE PROCEDURE**

This procedure intends to be a guide tool to describe the process of the complaint by the "reporting person", identifying and removing the factors that may hinder or discourage the use of the institute, such as doubts and uncertainties about the procedure to be followed and fears of retaliation or discrimination.

In this perspective, the objective pursued by this procedure is to provide the *reporting person* with clear operational indications relating to:

- Object of the reporting
- Content of the reporting
- Receivers of the reporting
- Modes of transmission of the reporting
- Forms of protection that are offered in the Italian legal system.

For this reason, this procedure is made available to all personnel by publication on the individual computer portal on which the delivery can be accurately traced back.

In addition, Raccorderie Metalliche will provide for clear information on channels, procedures and assumptions to make the reporting.

The aforementioned information will be displayed on the company bulletin boards and made easily visible in the workplace, as well as accessible to people who, although not attending the workplace, have a legal relationship pursuant to art. 3, paragraph 3 and 4, of the Decree.

The information referred to in this procedure will be published on the company website.

People who operate in the working context of a public or private company are entitled to report, such as:

- Public employees;
- Employees of private sector companies.
- Self-employed workers who work for public sector or private sector entities.
- Collaborators, freelancers and consultants who work for public or private sector entities.
- Volunteers and trainees, paid and unpaid,
- Shareholders and people with functions of administration, management, control, supervision, or representation, even if these functions are exercised in a mere fact, to public sector or private companies.

**When the reporting can be made:**

(A) When the legal relationship is in progress.

(C) During the probationary period.

(B) When the legal relationship has not yet begun if the information on the violations was acquired during the selection process or in other pre-contractual phases.

(D) Following the dissolution of the legal relationship if the information on the violations was acquired before the dissolution of the relationship itself (pensioners).

**3 . OBJECT OF THE REPORTING**

**What can be reported:**

The object of the report is all the breaches provided for by art. 2, paragraph 1, of the Decree or conduct, acts or omissions that harm the public interest or the integrity of the public administration or the private sector and that consist of:

- Administrative, accounting, civil or criminal breaches
- Significant unlawful conduct pursuant to Legislative Decree no. 231 of June 8, 2001
- Breaches falling within the scope of the Union acts set out in the Annex that concern the following areas: *public procurement. financial services, products and markets, and prevention of money laundering and terrorist financing; product safety and compliance, transport safety; protection of the*

*environment; radiation protection and nuclear safety; food and feed safety, animal health and welfare; public health; consumer protection; protection of privacy and personal data, and security of network and information systems.*

- Breaches affecting the financial interests of the Union.
- Breaches relating to the internal market, (i including breaches of Union competition and State aid rules).
- Breaches which undermine the object or purpose of the provisions referred to in the Union acts.

Pursuant to art. 1, paragraph 2, the discipline referred to in the Decree does not apply to reports of disputes, claims or requests related to a personal interest of the reporting person or the person who has made a complaint to the judicial accounting authority that relate exclusively to their individual employment relationships (..), or inherent to their employment relationships (...) with hierarchically superordinate figures. This is because *whistleblowing* does not concern complaints of a personal nature of the reporting person or claims / requests that fall within the discipline of the employment relationship or relations with the hierarchical superior or colleagues, for which reference must be made to the discipline of competence.

The reporting must relate to situations of which the subject became directly aware due to the employment relationship and those that were acquired on the occasion and/or due to the performance of work tasks, albeit randomly.

Reporting based on suspicions or rumours are not worthy of protection.

The reasons that led the reporting person to make the report are to be considered irrelevant to decide on the recognition of the protections provided for by the Decree.

#### **4 . CONTENT OF THE REPORTING**

The reporting must include all the elements useful to confirm the validity of the facts subject to the report, to allow the entity in charge to conduct the necessary checks to ascertain the validity of the facts subject to the report.

To this end, the reporting must include:

- The details of the person making the report, with indication of the qualification or professional position.



- The date and place where the event occurred.
- A clear and complete description of the facts subject to reporting.
- If known, the general information or other elements that make it possible to identify the person (s) who conducted the reporting.
- The indication of any other subjects who can report on the facts subject to reporting.
- The indication of any documents that can confirm the validity of these facts.
- Any other information that can provide useful feedback about the existence of the facts reported.

Anonymous reports, which is to say devoid of elements that make it possible to identify their author, will only be considered if they relate to particularly serious facts and with adequately accurate and detailed content.

## **5 . RECIPIENTS OF THE REPORTING, SENDING AND REGISTRATION METHOD**

Raccorderie Metalliche set up, pursuant to art. 4 of the Decree, an internal reporting channel, which was also the subject of acknowledgement by the corporate Trade Union representatives on June 25, 2023, which guarantees the confidentiality of the reporting person, the person concerned and the person in any case mentioned in the reporting, as well as the content of the report and the related documentation.

The board in charge of receiving and managing the reports is the company's Supervisory Board.

The following channels were defined to facilitate the reporting:

- a) Through the My Whistleblowing add-on to the My Governance software, as an alternative reporting channel suitable to guarantee, with IT methods, the confidentiality of the identity of the reporting person, in compliance with the regulations (hereinafter, the “Software”).
- b) The reporting may also be made verbally, by means of a declaration issued to the Supervisory Board and reported by them in the minutes. It will be conducted, at the request of the reporting person, by means of a direct meeting established within a reasonable period.

## **6 . VERIFICATION AND MANAGEMENT OF THE SIGNALLING**

Once the report has been received according to the channels provided for in this procedure, its management is divided into four phases:

- a. Protocol and custody.*
- b. Preliminary investigation.*
- c. Investigation and communication of the result.*
- d. Filing.*

**a. Protocol and custody**

If the report is made through the Software, it will be the Software itself to provide a complete and confidential protocol in accordance with the reference legislation.

**b. Preliminary investigation**

In compliance with Article 5 of Legislative Decree dating back to 24/2023 the Supervisory Board will conduct the following activities:

- a) Issuance an acknowledgement of receipt within seven days from the date of receipt to the reporting person.
- b) Discussions with the reporting person and possible request to the latter, if necessary, for supplements.
- c) Diligent follow-up on the reports received.
- d) Feedback within three months of the date of notice of receipt or, in the absence of such notice, within three months of the expiry of the term of seven days from the presentation of the report.

The preliminary investigation aims at verifying the validity of the reporting received. To this end, the SB meets to evaluate the content by conducting a first *screening* and:

- If it is immediately found that the same is clearly unfounded, it proceeds to the immediate archiving.
- Where the report does not hold clear evidence require, where possible, additional information from the reporting person. In case it is not possible to collect enough information to support the reporting and start the investigation, it is filed.
- In case the reporting appears detailed with accurate and compliant with factual elements, proceed with the phases of the investigation.

**c. Investigation and communication of the result**

The investigation is the set of activities aimed at verifying the content of the reporting received and acquiring useful elements for the next evaluation phase, guaranteeing the utmost confidentiality on the identity of the report and about the reporting.

The investigation aims at checking the truthfulness of the information under investigation, providing a timely description of the facts ascertained, through audit procedures and objective investigative techniques.

The management and verification on the merits of the circumstances represented in the report are entrusted to the SB, which provides it through any activity it deems appropriate, including the personal hearing of the reporting person and any other subjects who can witness on the reported facts, in compliance with the principles of impartiality and confidentiality, carrying out any activity deemed appropriate.

During its activity of management and verification of the validity of the report, the SB can make use of the collaboration of the competent company structures and, if necessary, of control bodies external to the Company (including Guardia di Finanza (Financial Police), Direzione Provinciale del Lavoro (Provincial Labour Directorate), Agenzia delle Entrate (Inland Revenue Office, etc.).

The SB, which may use an ad hoc working group, takes charge of the reporting for a first general investigation. If necessary, it requires clarification from the reporting person and/or any other parties involved in the reporting with the adoption of the necessary precautions, providing for the definition of the investigation.

For each investigation, a final report is drafted specifying at least:

- The facts ascertained.
- The collected evidence.
- The causes and deficiencies that led to the occurrence of the situation reported.

Upon the outcome of the investigations, when the reporting received is found to be unfounded, the SB files the reporting and, where possible, notifies the reporting person.

If, once the verification activity is completed, the reporting is well-founded, the SB will, in relation to the nature of the report:

(a) Lodge a complaint with the competent judicial authority.

b) Inform about the outcome of the assessment the manager responsible for the structure to which the perpetrator of the breach ascertained, for the relevant measures, including disciplinary measures, if the conditions for disciplinary action are met.

c) Communicate the outcome of the assessment to the management of the Company, for any further actions that may be necessary to protect the Company.

In the case of transmission of the reporting to the aforementioned third parties internal to the Company, only the content must be forwarded, eliminating all the references from which it is possible to identify the reporting person.

#### **a. Filing**

In order to guarantee the traceability, confidentiality, registration and availability of data throughout the process, the documents are stored and filed both in digital format, through the Software, both through password-protected network folders and in paper format, in a special cabinet secured and located at the SB office, accessible only to specially authorized and trained persons for this purpose.

All the documentation will be kept, except for the additional legal terms in the cases expressly provided for, for 5 years from the date of closure of the activities.

Pursuant to the current law and company procedures on privacy, the processing of the personal data of the persons involved and/or mentioned in the reports is protected.

## **7 . FORMS OF REPORTING PERSON PROTECTION**

The reason for the legislation is to offer the protection of the confidentiality of the identity to those who bring out illegal conduct and facts. To provide for the maximum security, in fact, the identity of the reporting person cannot be revealed without an express consent, and all those who receive or are involved in the management of the report are required to protect the confidentiality of such information.

The reporting person's reporting cannot be accessed according to the rights provided for in Articles 22 and following of Law 241/1990 and subsequent amendments or supplements. The document cannot, therefore, be viewed or extracted by applicants (art. 24, paragraph 1, letter a) of law 241/90).

The entire process must guarantee the confidentiality of the identity of the reporting person since the receipt of the reporting and at each subsequent stage.

Thus, in compliance with the regulations in force, the Company set up a series of mechanisms aimed at protecting the non-anonymous reporting person, providing for:

- a. The protection of the confidentiality of the reporting person.*
- b. The prohibition of discrimination against the reporting person.*

***a. Protection of the confidentiality of the reporting person***

The use of the Software guarantees the complete confidentiality of the reporting person, as only the SB can access the reporting.

In the case of reporting made through any other method, the recipients, once the report was received and registered, assign a specific anonymous ID to the reporting person. To protect the confidentiality of the reporting person, the ID will be used in all official documents and communications during the investigation.

As part of any disciplinary proceedings enforced against the person concerned:

- If the facts charged were based on separate and additional findings with respect to the reporting, even if consequent to the same, the identity of the reporting person cannot be revealed.
- If the facts charged were based in whole or in part on the reporting, the identity of the reporting person may be revealed to the person (s) involved by the reporting itself, if two requirements are met at the same time:
  - The consent of the reporting person.
  - The proven need on the part of the person concerned to know the name of the reporting person to fully exercise the right of defence.

***b. The prohibition of discrimination against the reporting person***

The reporting person cannot be sanctioned, dismissed, or subjected to any discriminatory measure, direct or indirect, having effects on working conditions for reasons directly or indirectly related to the reporting.

Discriminatory measures are unjustified disciplinary actions, harassment in the workplace, any changes to the tasks or the workplace and any other worsening of the working conditions that is a form of retaliation against the reporting. The reporting person in case of discrimination or harassment for having made a reporting must give detailed notice to the Supervisory Board of the Company.

The reporting person who believes being discriminated may start legal proceedings against the perpetrator of the discrimination and also against the Company – if the Company actively took part in the discrimination. Please note that, in this case, the law provides for a reversal of the burden of proof,

and it will therefore be the Company that must prove that the modification of the working conditions of the reporting person did not depend on the reporting.

## **8 . LIABILITY OF THE REPORTING PERSON**

This procedure is without prejudice to the criminal and disciplinary liability of the *reporting person* in the event of slanderous or defamatory reporting pursuant to the criminal code and art. 2043 of the Italian civil code.

Any form of abuse of this procedure, such as clear opportunistic reporting and/or made for the sole purpose of damaging the defendant or other subjects, and any other hypothesis of improper use or intentional exploitation of the arrangement subject of this procedure, are also a source of liability, in the disciplinary and other competent forums.

## **9 . FINAL PROVISIONS**

This procedure will be subject to periodic review for an update in the presence of new legislation, to verify any gaps or misunderstandings by the recipients of the same or following the operational experimentation of the same.

In accordance with the provisions of the Decree, this procedure will enter into force from July 15, 2023.