



# GROUP WHISTLE-BLOWING PROCEDURE

<b>SUMMARY OF REVISIONS</b>				
<b>REV</b>	<b>DATE</b>	<b>SUBJE CT</b>	<b>PREPARED by</b>	<b>APPROVED by</b>
0	13.11.2018	First issue	Legal and Corporate Affairs Department	Board of Directors

## 1. OBJECTIVES

This Procedure (hereinafter, the “**Procedure**”) was prepared pursuant to art. 6, para. 2, of Decree

231 dated 8 June 2001, as enacted by Law 179 dated 30 November 2017.

It is intended to govern the reports (hereinafter, the “**Reports**”) of unlawful conduct deemed significant pursuant to Decree 231 dated 8 June 2001, and founded on precise and consistent facts or violations of the Organisation, Management and Control Model of Gefran S.p.A. and its subsidiaries (hereinafter, “**Gefran**” or the “**Group**”).

Unlawful conduct is defined as the violation of laws, internal control principles, corporate rules and procedures and the Code of Ethics.

This Procedure constitutes the reference document for all Group companies, without prejudice to any specific local laws on the same subject that are found to be in conflict with it.

The principles of this Procedure do not affect or limit in any way the obligations to submit reports to the competent judicial, supervisory or regulatory authorities in the countries where the Group operates, or the obligations to submit reports to any control bodies established at each Group company.

## 2. RECIPIENTS

The Recipients of this Procedure (hereinafter, “**Recipients**” and/or “**Whistle-blowers**”) are:

- a) Persons who represent, manage or direct a Group company or one of its organisational units with financial and functional autonomy, as well as any persons who manage or control the organisation, whether formally or on a de facto basis;
- b) persons managed or supervised by one of the parties referred to in letter a);
- c) the customers, suppliers, partners, consultants, shareholders and, more generally, the stakeholders of the Group (hereinafter, the “**Third Parties**”).

### 3. REPORTS

Recipients who, in the performance of their functions, become aware of the conduct described in art. 1 of this Procedure, are required to activate this Procedure.

Reports must not be made in an anonymous form. They must be detailed and based on precise and consistent facts, in order to provide useful and appropriate information for the appropriate verification of the validity of the facts reported.

Should the submission of anonymous Reports be allowed in the foreign jurisdiction of the Whistle-blower or the Reported Party, such Reports will only be taken into consideration if they are sufficiently detailed.

It is essential that they include:

- a detailed description of the facts and how the Whistle-blower became aware of them;
- the date and place of the event;
- the names and job positions of the persons involved, or information that enables their identification;
- the names of any other parties who can comment on the reported facts;
- reference to any documents that could confirm the validity of the facts reported.

The party responsible for receiving and examining the Report is the Supervisory Body (Organismo di Vigilanza) of Gefran S.p.A., located at the Provaglio d'Iseo headquarters ("**Supervisory Body**").

The Report must be submitted, in English or Italian, in one of the following ways:

- by e-mail, to the address: [odv@gefran.com](mailto:odv@gefran.com), which can only be accessed by the Supervisory Body;
- by ordinary mail to: Gefran S.p.A. Via Sebina 74, 25050, Provaglio d'Iseo (BS) Italy, for the attention of the Supervisory Body.

Recipients who, for any reason, receive information about an alleged violation must: (i) guarantee the confidentiality of the information received, (ii) direct the Whistle-blower to comply with the Whistle-blowing procedures described herein and (iii) if the Report is received

in writing, forward

it immediately and exclusively to the following e-mail address: [odv@gefran.com](mailto:odv@gefran.com) or, if forwarded by post, to Gefran S.p.A. Via Sebina 74, 25050, Provaglio d'Iseo (BS) Italy, for the attention of the Supervisory Body, in all cases refraining from performing any independent analysis and/or investigation.

If it is possible to identify the sender, the Supervisory Body will confirm receipt of the Report by sending a message from the e-mail address [odv@gefran.com](mailto:odv@gefran.com).

During the checks on the validity of the Report received, the Whistle-blower may be contacted for any additional information that may be necessary.

#### **4. CONFIDENTIALITY AND NO RETALIATION**

Gefran encourages Recipients to report promptly possible unlawful conduct or irregularities, guaranteeing the confidentiality of the Report and the information it contains, even if the Report is subsequently found to be incorrect or unfounded, subject to the rules on malicious or negligent reporting described below.

Threats, retaliation, penalties or discrimination against the Whistle-blower, or anyone who participates in the investigation into the validity of the Report, will not be tolerated.

Gefran reserves the right to take appropriate action against anyone who retaliates or threatens to retaliate against Whistle-blowers who submit Reports in accordance with this Procedure, without prejudice to the right of the affected parties to seek legal protection if the Whistle-blower is found to be criminally or civilly liable for making false statements or reports.

It is understood that the Group may take appropriate disciplinary and/or legal measures to protect its rights, assets and reputation against anyone who, maliciously or with gross negligence, submits unfounded Reports.

#### **5. CHECKS ON THE VALIDITY OF THE REPORT**

The Supervisory Body of the Parent Company is responsible for checking the validity of the Report on behalf of the entire Group, without prejudice to any specific local laws on the subject; accordingly, it will perform a prompt and thorough investigation, in compliance with the principles of impartiality, fairness and confidentiality towards all parties involved.

If the Report relates to Group company that has appointed its own Supervisory Body, the Supervisory Body of the Parent Company will notify receipt of the Report to that Supervisory Body without delay. The two Supervisory Bodies must coordinate the checking activities performed.

If the Group company to which the Report relates has not appointed a Supervisory Body (e.g. foreign affiliates), the checks will be carried out in coordination with the local General Manager. If the Report relates to the local General Manager, the checks will be carried out in coordination with the Chief Executive Officer of the Group.

The Supervisory Body makes a preliminary assessment to determine if the minimum requirements for the Report are satisfied; if this is the case, the Supervisory Body informs the Chief Executive Officer of the Group without delay.

If the Report relates to the Supervisory Body or to its members, the Supervisory Body must refrain from taking any action and inform the Chief Executive Officer immediately about the Report.

Working together with the Chief Executive Officer of the Group, the Supervisory Body performs the necessary checks on the facts contained in the Report, involving the business functions considered appropriate.

If the Report relates to the actions of the Chief Executive Officer of the Group, the Supervisory Body must coordinate with the Internal Audit function and involve the business functions considered appropriate.

While carrying out the checks, the Supervisory Body may obtain assistance from the Internal Audit function and the business functions deemed competent on a case-by-case basis. Where appropriate, it may also request assistance in checking the Report from external consultants specialised in the area of the Report received, while guaranteeing the confidentiality of any personal data contained in the Report.

Following the checks, the Supervisory Body will prepare a summary report on the work carried out and the evidence found. Depending on the outcome, this report will be discussed with the business functions concerned in order to identify any necessary actions and the steps to be taken in order to protect the Group. The results of the

investigations and checks performed on each Report will also be notified to the managers of the affected business units.

On the other hand, if the analyses conclude that there is insufficient evidence or that the events referred to in the Report did not occur, the Supervisory Body will file the Report together with the related reasons.

The Supervisory Body reports periodically on the type of reports received and on the results of the investigations to the Control and Risks Committee of Gefran S.p.A.

## **6. DISCIPLINARY SYSTEM**

Persons who violate the measures for protecting the privacy of Whistle-blowers or who submit unfounded Reports maliciously or with gross negligence, will be subjected to disciplinary penalties.

For companies that have adopted an Organisation, Management and Control Model pursuant to Decree 231/01, the penalties envisaged in that model will be applied on a proportionate basis, based on the seriousness of the conduct.

For other companies, the disciplinary penalties envisaged in the relevant regulations will be applied.

## **7. PROCESSING OF PERSONAL DATA**

Gefran S.p.A. confirms that the personal data of Whistle-blowers and of any other parties involved that is obtained while handling the Reports (including any sensitive data, such as racial and ethnic background, religious and philosophical beliefs, political opinions, membership of political parties or trade unions, as well as personal data indicating state of health and sexual orientation) will be processed in full compliance with the provisions of current legislation regarding the protection of personal data and, in any case, in line with the provisions of the Group Privacy Policy (<https://www.gefran.com/en/pages/5-privacy-policy>). Only data strictly necessary for checking the validity of the Report and for handling it will be processed. Personal data will be processed solely in order to carry out the procedures set

out herein and, therefore, to ensure proper management of the Reports received, comply with all legal and regulatory obligations, and respect in full the privacy, rights, basic freedoms and dignity of the persons involved.

Processing will be assigned to duly appointed employees tasked with processing who have been specifically trained to implement this Procedure, with particular reference to the necessary security measures and protection of the privacy of the parties involved and the confidentiality of the information contained in the Reports, as well as to external consultants appointed as External Processors.

The personal data contained in the Reports may be communicated to corporate bodies and the internal functions competent in each case, as well as to the judicial authorities, in order to start the procedures needed to guarantee, as a consequence of the Report, proper legal and/or disciplinary action against the Reported Part(y)ies, provided that the information collected and the checks carried out show the contents of the Report to be true.

All necessary measures will be taken to protect data from accidental or unlawful destruction, loss or unauthorised disclosure during the work carried out to check the validity of the Report. Furthermore, the documents relating to the Report will be retained in both hard copy and digital format for no longer than is necessary to complete properly the procedures established herein.