

WHISTLEBLOWING PROCEDURE

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1. INTRODUCTION

By means of this procedure (the Procedure), Zamet S.p.A. implements Legislative Decree no. 24/2023 (the Decree), which transposed in Italy EU Directive 2019/1937 “on the protection of persons who report breaches of Union law” (the so-called “Whistleblowing” Directive).

In summary, the Decree provides for:

- a protection regime towards specific categories of persons who report Information, acquired in the Work context, concerning Breaches of European Union law and of the national provisions implementing it (the Reports), which harm the public interest or the integrity of the entity (i.e., of Zamet);
- protective measures, including the prohibition of retaliation, to protect the Whistleblower as well as the Facilitators, the Whistleblower’s colleagues and relatives, and legal entities related to the Whistleblower;
- establishing an internal electronic reporting channel within the entity (the Internal Channel) for sending Internal Reports, which guarantees, also through the use of encryption tools, the protection of the identity of the Whistleblower, of the Person Involved and/or in any case mentioned in the Report, of the content of the Report and of the relevant documentation;
- disciplinary measures as well as administrative fines imposed by ANAC [Italian National Anti-Corruption Authority] in the cases provided for in Articles 16 and 21 of the Decree, respectively.

Zamet has therefore set up the Internal Channel referred to in paragraph 4.1.1 below, which enables submitting, through a dedicated Platform, Internal Reports on Information relating to Breaches of the Decree, including well-founded suspicions, without fear for the Whistleblower of suffering Retaliation and in full compliance with the protections laid down by the Decree.

The Procedure provides information on the Internal Channel, defining the process for the transmission, receipt, analysis and management of Internal Reports, as well as on the external reporting channel activated by ANAC pursuant to Article 7 of the Decree (the External Channel).

2. RECIPIENTS

The recipients of the Procedure are, as potential Whistleblowers:

- the shareholders of Zamet, the persons with functions of administration, management, control or representation of the Company, even on a de facto basis;
- Zamet employees (including part-time, intermittent and fixed-term employees);
- self-employed persons, freelancers, consultants, as well as any volunteers and trainees, whether paid or unpaid, who work for Zamet;
- Zamet’s customers, as well as partners and suppliers (also under contract/subcontract),

who are in possession of Information relating to Breaches as defined in the Procedure, if the Report is made during the employment relationship (or one of the aforementioned types of legal relationship with the Company), or during the probationary period, or even before the establishment of the relationship with the

Company (e.g. applicants for employment) or after its termination (e.g. former employees), if the Information was acquired during the course of the relationship.

If he/she decides to make a Report, the Recipient becomes a Whistleblower.

3. PURPOSE AND SCOPE

The purpose of the Procedure is to govern the process of sending, receiving, analysing and handling Internal Reports.

The Procedure is also intended to provide information on the External Channel.

Reports must concern Information on Breaches, including reasonable suspicions, of European Union law (regulations, directives, decisions, recommendations and opinions), or of national implementing laws, in the following areas:

- public procurement; financial services, products and markets and the prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and data protection and the security of networks and information systems;
- financial interests of the European Union as referred to in Article 325 of the Treaty on the Functioning of the European Union and acts deriving therefrom (e.g. fraud, corruption and any other illegal activity related to EU budget expenditure);
- internal market within the European Union, such as Breaches affecting the free movement of goods, persons, services and capital, Breaches of European Union and secondary national law on competition and state aid, corporate tax.

Acts or conduct that frustrate the object or purpose of the European Union provisions in the areas indicated in the preceding points (e.g. abusive practices of undertakings in a dominant position) may also be reported.

On the other hand, Reports concerning the following are excluded from the scope of application of the Decree and, consequently, of the Procedure:

- disputes, claims or requests linked to an interest of a personal nature of the Whistleblower, which relate exclusively to the regulation of the employment relationship or to relations with hierarchically superior figures;
- national security breaches, as well as contracts relating to defence or national security aspects, unless these aspects are covered by secondary EU law;
- breaches mandatorily regulated by European Union or national acts, as indicated in Article 1(2)(b) of the Decree (concerning financial services, products and markets and the prevention of money laundering and terrorist financing, transport safety and environmental protection).

Furthermore, the following are not affected by the Decree: (i) the application of national or European Union law on:

- classified information
- duty of confidentiality for lawyers and doctors
- secrecy of court deliberations,

as well as (ii) the application of the provisions on criminal procedure, those on the autonomy and independence of the judiciary, as well as the provisions on the functions and powers of the Higher Council of the Judiciary (including the relevant procedures), on national defence and public order and security.

This is also without prejudice to the application of the provisions on the exercise of the right of workers to consult their representatives or trade unions, on protection against unlawful conduct or acts carried out as a result of such consultations, on the autonomy of the parts of industry and their right to enter into collective agreements, and on the repression of anti-union conduct.

4. REPORTS

The Reports must be adequately substantiated (in particular, the circumstances of time and place in which the event that is the subject of the Report occurred, the description of the event, the personal details and/or other elements enabling identification of the person to whom the reported facts are attributed).

As specified by the ANAC in the Guidelines, information that is clearly unfounded, information that is already fully in the public domain, as well as information acquired only on the basis of indiscretions or rumours that are scarcely reliable are not considered reportable information.

4.1 Internal Reporting

4.1.1 Scope – the IT Platform

If one of the Recipients is in possession of Information concerning Breaches, including well-founded suspicions, he/she may report them through the use of the Internal IT Channel set up by Zamet, by connecting to the web platform intended for this purpose, accessible from the page dedicated to “Whistleblowing” on both Zamet’s website and on the company’s digital notice boards and, in any case, from the following web link: <https://zamet.sibilus.io> (the Platform).

Please note that the Platform:

- guarantees respect for the protection of the Whistleblower’s personal data;
- may not be used by the Whistleblower to make false allegations against third parties and, in general, to report deliberately inaccurate Information; the Company therefore encourages the Whistleblower to provide his or her name, while allowing Anonymous Reports.

4.1.2 Types of Internal Reporting, Entering Data Required by Platform and Sending Report

Through the Platform, the Whistleblower may choose to transmit one of the following types of Internal Reporting:

- written;

- oral: the Platform allows to record the Report via a dedicated voicemail box. Subject to the consent of the Whistleblower, the Report will be documented by the External Party entrusted by Zamet with receiving and investigating the Reports (External Party, better defined in paragraph 4.1.4 below), by means of its full transcript, with the possibility for the Whistleblower to check and rectify its content;
- in presence, before the External Party. In this case, a preliminary debate will be requested, through the Platform, in order to plan the meeting and ensure the confidentiality of the Whistleblower; subject to the Whistleblower's consent, the Report will be documented by the External Party by means of minutes, with the possibility for the Whistleblower to verify and rectify their content.

In particular, once having accessed the platform, the Whistleblower may opt for one of the following displayed items by clicking on it with the mouse: "Written report", "Oral report" or "Report in presence".

Once this choice has been made, the Whistleblower will be directed to a subsequent screen, where he/she will be asked to enter certain data including the description of the Breach (by filling in the "Description of Incident" field in the case of a written report, or the recording of an audio that the Platform will transcribe in the case of an oral/vocal report), as well as to choose whether or not to send an Anonymous Report.

If the Whistleblower decides to send an Anonymous Internal Report, either written or oral:

- he/she must avoid using a Company PC and/or a device connected to the Company's network;
- if he/she is subsequently identified and has informed ANAC – by means of an External Report – that he/she has been retaliated against, he/she may benefit from the protection that the Decree guarantees against retaliatory measures.

Before proceeding to transmit the Internal Report, whether written or oral, the Whistleblower will be asked to read the privacy policy concerning the processing of his/her personal data, available both on the Platform – at the following web link <https://zamet.sibilus.io> – and on the "Whistleblowing" page on the Zamet website and on the company's digital notice boards.

Once the Report has been sent, the Whistleblower will take care of noting down the date and the "reporting code" (alphanumeric code uniquely identifying the Report automatically produced by the Platform), which will allow him/her to follow the processing status of the Report over time and to keep in constant contact with the External Party, through the Platform section called "find report", being guaranteed confidentiality and anonymity.

For further information and clarifications on the operational/practical procedures for using the Platform, please refer to the "Whistleblowing Tutorial" document, available on the "Whistleblowing" page on the Zamet website and on the company's digital notice boards.

4.1.3 Forwarding an Internal Report by Others

In addition to Whistleblowers, the Platform can also be used by those to whom an Internal Report by others may have been submitted. Such persons may forward the report (erroneously) received, by using the Platform's dedicated section "Forward Report", set up pursuant to Article 4(6) of the Decree.

The Internal Report by Others must be forwarded within 7 days of its receipt, with simultaneous notification of transmission to the Whistleblower.

4.1.4 Party Entrusted With Management of Internal Channel – The External Party

Zamet, in consideration of the requirements related to its size, the nature of its business and its organisational situation, has decided to entrust the role of manager of the Internal Channel to Studio Legale Ravinale Baldassarre Pereno e Associati, with offices in Turin, Via Francesco Morosini 18, in the person of Attorney Monica Pereno (the External Party).

The External Party is responsible for processing the data of the Whistleblower and must follow up Internal Reports received through the Platform.

Where the External Party has a conflict of interest with respect to a specific Report (e.g. as a Reported Party or a Whistleblower), the Whistleblower may make an External Report (directly) to ANAC.

4.1.5 Managing Internal Reports

Upon receipt via the Platform, the External Party proceeds to examine Internal Reports and, still via the Platform provides the Whistleblower:

- within 7 days from the date of receipt of the Report, with an acknowledgement of receipt of the Report;
- within the following 3 months, with feedback on the follow-up given or intended to be given to the Report.

The External Party preliminarily assesses, also by means of any documentary analysis, the existence of the necessary prerequisites for the start of the subsequent investigation phase.

Once the admissibility of the Report has been assessed, the External Party will start the internal investigation on the facts or conduct reported in order to assess their existence, providing, at the end of the investigation, feedback to the Whistleblower.

The acknowledgement may consist in the communication of the dismissal of the Report (if, following the activity carried out, elements of its manifest groundlessness are found), in the communication of information on the activities to be undertaken and on the state of progress of the investigation, or in the communication of the ascertainment of the merits of the Report and its transmission to the competent Zamet bodies.

The scope of the analysis of the preliminary investigation does not include, except to the extent of manifest unreasonableness, the assessments of merit or opportunity, discretionary or technical-discretionary, of the decision-making and management aspects from time to time made by the corporate structures/positions involved, insofar as they are the exclusive competence of the latter.

In order to carry out the investigation, the External Party may initiate a dialogue with the Whistleblower – through the use of the Platform or even in person – asking for clarifications, documents and further information. Where necessary, he/she may obtain deeds and documents from the Company's offices, avail of their support, make use of statements made by the persons concerned or acquired in the course of minuted interviews.

4.1.6 Reporting

Upon conclusion of the examination of each Report, and without prejudice to the feedback to the Whistleblower, the External Party communicates the results to the Sole Director of Zamet.

4.1.7 Storage of Internal Reports

Internal Reports are registered in the Platform, which constitutes the database summarising the data attached to the Internal Reports transmitted and their management, and allows the storage of the documentation attached to them, as well as that produced or acquired in the course of their management.

Both the written Internal Report and the transcript of the oral/vocal Internal Report shall be kept for as long as necessary for the processing of the Report and, in any case, no longer than five years from the date of the communication of the final outcome of the Reporting procedure, in compliance with the confidentiality obligations set out in Article 12 of the Decree, and the principle set out in Article 5(1)(e) of the Regulation and Article 3(1)(e) of Legislative Decree No. 51 of 2018.

4.2 External Reports to ANAC

For the same Breaches referred to in paragraph 3 above, in the cases provided for in the Decree, reports may be made through the appropriate channel set up by ANAC (the External Channel and the External Reports, respectively).

The External Channel too guarantees the confidentiality of the identity of the Whistleblower, the Person Involved and the person mentioned in the Report, as well as the content of the Report and its documentation.

Pursuant to the Decree, the Whistleblower may make an External Report if, at the time of its submission, one of the following conditions is met:

- the Internal Channel, although compulsory, is not active or, even if activated, does not comply with the provisions of the Decree with regard to the subjects and methods of submission of Internal Reports, which must guarantee the confidentiality of the identity of the Whistleblower, the Person Involved, the persons mentioned in the Report and the Facilitator;
- the Whistleblower has already made an Internal Report and this has not been followed up by the External Party, as the report has not been (i) checked for admissibility, (ii) investigated and/or (iii) the outcome of the investigation has not been communicated;
- the Whistleblower has reasonable grounds to believe – on the basis of the concrete circumstances attached and information actually acquired and, therefore, not on mere inferences – that the Internal Reporting, if carried out, would not be effectively followed up or could lead to the risk of Retaliation;
- the Whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

The external ANAC channel is accessible at the web link: <https://whistleblowing.anticorruzione.it/#/>

5. GUARANTEES AND SAFEGUARDS

5.1 Protecting the Whistleblower's Identity

Reports may not be used beyond what is necessary for their proper follow-up.

The External Party is bound by the confidentiality of the identity of the Whistleblower, of the Persons Involved and/or otherwise mentioned in the Report, of the content of the Report and of the relevant documentation.

Confidentiality is also guaranteed to Whistleblowers before the commencement or after the termination of their employment, or during the probationary period, if the information was acquired in the context of the employment context or in the selection or pre-contractual phase.

Confidentiality of the identity and assistance provided by Facilitators is also guaranteed, with the same guarantees as for the Whistleblower.

Any disclosure of the identity of the Whistleblower to persons other than the External Party must be made with the Whistleblower's express consent.

In two cases expressly provided for by the Decree, in order to disclose the identity of the Whistleblower, in addition to the Whistleblower's express consent, a written communication to the Whistleblower of the reasons for such disclosure is also required:

- in disciplinary proceedings, where the disclosure of the identity of the Whistleblower is indispensable for the defence of the person charged with the disciplinary offence;
- in proceedings instituted following Internal or External Reports, where such disclosure is also indispensable for the defence of the Involved Person.

5.2 Protection Measures

Retaliatory acts against the Whistleblower, understood as any conduct, act or omission, even if only attempted or threatened, carried out by reason of the Internal or External Report that causes or may cause the Whistleblower, directly or indirectly, unjust damage (Retaliation), is prohibited.

Protection is also granted to a Whistleblower who has made an Anonymous Report, and who believes he or she has suffered retaliation after having been subsequently identified.

The protection measures apply within the limits and under the conditions laid down in the Decree and are also extended to those persons who could be recipients of Retaliation, undertaken even indirectly, by reason of their role in the Whistleblowing process and/or of the particular relationship linking them to the Whistleblower, and in particular to:

- the Facilitators,
- persons in the same employment context as the Whistleblower who are linked to him/her by a stable emotional or family relationship up to the fourth degree,
- the Whistleblower's work colleagues who work in the same work context and have a regular and current relationship with him/her,

- companies/entities owned by the Whistleblower or for which the Whistleblower works, or which operate in the same work context as the Whistleblower.

Any person who believes he or she has suffered a Retaliation as a result of the Report may notify ANAC.

Any retaliatory acts taken as a result of the Whistleblowing are null and void, and any persons dismissed as a result of the Whistleblowing have the right to be reinstated in their jobs in accordance with the rules applicable to the worker.

6. LEGAL FRAMEWORK

- Directive (EU) 2019/1937 on the protection of persons who report breaches of Union law (“Whistleblowing”);
- Legislative Decree No. 24 of 10 March 2023, published in the OJ on 15.03.2023, transposing Directive (EU) 2019/1937;
- Guidelines on the protection of persons who report breaches of Union law and protection of persons who report breaches of national law. Procedures for the submission and management of external reports, adopted by ANAC with Resolution No. 311 of 12 July 2023;
- Regulation (EU) No 2016/679 (General Data Protection Regulation – GDPR);
- Legislative Decree No. 196 of 30 June 2003 (Personal Data Protection Code) as amended and supplemented, including Legislative Decree No. 101 of 10 August 2018, as well as related legislative provisions.

7. REFERRAL CLAUSE

For anything not expressly provided for, indicated and/or otherwise regulated by the Procedure, the provisions of the Decree remain fully applicable.

8. DEFINITIONS

With the clarification that terms defined in the singular shall also be understood as being defined in the plural and vice versa, for the purposes of this Procedure the following definitions apply:

ANAC: National Anti-Corruption Authority (<https://www.anticorruzione.it>);

External Channel: channel for external reporting, activated by ANAC pursuant to Article 7 of the Decree and activated at the web link: <https://whistleblowing.anticorruzione.it/#/>;

Internal Channel: the channel referred to in paragraph 4.1.1 above, set up by Zamet for the transmission, reception, analysis and management of Internal Reports;

Work context: the work or professional activities, present or past, carried out within the Company, through which, irrespective of the nature of such activities, a person acquires Information on Breaches and in the context of which he/she could risk being retaliated against in the event of a Report;

Decree: Legislative Decree No. 24/2023, which transposed in Italy EU Directive 2019/1937 “on the protection of persons who report breaches of Union law” (“Whistleblowing” directive);

Recipients: Any Whistleblowers and, therefore, recipients of this Procedure, as better identified in paragraph 2 above;

Facilitator: a natural person who assists a Whistleblower in the reporting process, operating within the same Work context and whose assistance must be kept confidential;

Information: information, including well-founded suspicions, concerning Breaches committed or that, on the basis of concrete elements, could be committed in the Company with which the Whistleblower has one of the legal relationships referred to in paragraph 2 above, as well as elements concerning conduct aimed at concealing such Breaches;

Guidelines: Guidelines on the protection of persons who report breaches of Union law and protection of persons who report breaches of national law. Procedures for the submission and management of external reports, adopted by ANAC with Resolution No. 311 of 12 July 2023;

Involved Person or Reported Person: natural or legal person mentioned in the Internal Report or External Report as the person to whom the Breach is attributed or as a person otherwise implicated in the reported Breach;

Platform: Tool (computer-based) adopted by the Company for the transmission, reception, analysis and management of Internal Reports;

Procedure: this document, which informs on the Internal Reporting Channel, defining the process for the transmission, receipt, analysis and management of Internal Reports, as well as on the external reporting channels referred to in Article 7 of the Decree;

Retaliation: any conduct, act or omission, even if only attempted or threatened, committed by reason of the report, which causes or may cause unjustified harm to the Whistleblower;

Whistleblower: a natural person who makes an Internal Report or an External Report of Information on Breaches acquired in the context of his or her own Work Context, to be found among the Recipients and who enjoys protection from Retaliation;

Report: a communication from the Whistleblower concerning information on one or more Breaches, to be identified in Internal Reports and External Reports;

Anonymous Report: Report made anonymously;

Internal Report: the written or oral communication of Information on Breaches submitted via the Platform;

External Report: the communication, written or oral, of Information on Breaches, submitted through the external reporting channel activated by ANAC;

Company: Zamet S.p.A. (TAX CODE 05409250015), with registered office in Turin (TO), Corso Re Umberto no. 8;

External Party: External Party to which the Company has entrusted the management of the Internal Channel, identified by the Company in the law firm Ravinale Baldassarre Pereno e Associati, with offices in Turin, Via Francesco Morosini no. 18 and, in particular, in the lawyer Monica Pereno;

Breach: conduct, act or omission that harms the public interest or the integrity of the Company and, in particular, those identified in Article 2, paragraph 1, letter a), numbers 3), 4), 5) and 6) of the Decree and set out in detail in paragraph 3.