

# **CODE OF ETHICS**

**To be considered an integral part of the  
Organisation, Management and Control Model  
in accordance with Legislative Decree No. 231/2001 of**

**“ECB Company S.r.l.”**

*Drawn up in accordance with Legislative Decree No. 231 of 8 June 2001, as subsequently amended.*

*Approved through the minutes of the Board of Directors of December 21<sup>st</sup>, 2023*

## INTRODUCTION

ECB Company S.r.l. (hereinafter “ECB”, or the “Company”) has its registered office in Milan at Via Pontaccio 10 and two operating plants, one in Treviglio (BG) and one in Sorgà (VR).

ECB is active in the production of straight feeding stuffs of animal origin derived from the processing of slaughter by-products, specifically acting as a supplier of flours and fats for animal feed.

ECB is one of the main players in Europe in the processing of poultry slaughter by-products for pet-food production and is renowned for excellence in the production of technologically innovative and high-quality ingredients. As of July 2017, it has been part of the Saria International GmbH Group.

ECB Company S.r.l. controls 100% of Scuderia s.r.l., a company operating in the transport of slaughterhouse waste.

For ECB, the Code of Ethics is the “Constitutional Charter” of the Company, a charter of rights and duties defining its ethical and social responsibilities; it is an effective tool in preventing irresponsible or unlawful conduct by those who work in the name of and on behalf of ECB Company s.r.l. and therefore also a fundamental tool to prevent administrative offences dependent on the criminal offences provided for by Legislative Decree 231/2001.

For ECB, the ethical standards contained in this Code of Ethics (hereinafter the Code) complement the rules of conduct set forth under law and by its own Organisation, Management and Control Model under Legislative Decree 231/2001.

For this reason, ECB expects all business decisions and the conduct of its staff to be based on the ethical rules contained in this Code, even if not provided under law and the regulations in force in all the countries in which it operates.

Every person working in ECB, as well as in the entities controlled by it, also subject to the Code, is required to act in accordance with the provisions of the Code.

Acting in the interest or to the advantage of the Company cannot justify implementing conduct in conflict with the principles set out in this Code under any circumstances.

Directors, Executives and other Department Heads are required to pay particular attention, as well as the members of the Supervisory Board, who are responsible for overseeing the operation of the Code and ensuring that it is updated; these persons must ensure that the principles adopted are constantly applied and must behave in a manner that sets an example for employees and all collaborators.

The Supervisory Body is assigned the function of guarantor, i.e. controller of the Code, and it must first examine reports of its possible violations and then communicate the results of the checks to the competent Departments for appropriate sanctioning measures.

The Code is available not only to employees, Directors, Statutory Auditors and the SB, but also to customers, suppliers and other third parties interacting with ECB – either natural or legal persons – formally inviting them to comply with the principles and criteria of conduct set out therein and specifying that failure to comply with one of those provisions will lead to the application of the disciplinary measures laid down in the Workers' Statute, of the category CCNL and of the laws applicable to employment relationships and in relations with third parties, without prejudice to the right to compensation, it will constitute a fair cause of termination of the employment relationship law pursuant to art. 1456 c.c.

## **1. CORPORATE MISSION**

The mission of the SARIA group, which ECB belongs to, is to create value for its customers and suppliers by transforming organic resources into quality ingredients for sectors of key importance in the planet's future: agriculture, energy, human and animal nutrition and pharmaceuticals.

This mission is reflected in ECB's constant attention to customers' needs, the search for continuous innovation and the teamwork of all employees, each of whom feels respected and valued.

## **2. ADDRESSEES**

This Code of Ethics applies to ECB Company S.r.l. and is therefore binding for: Directors, Executives and other Function Managers, any persons working in ECB and in the entities controlled by it, as well as collaborators, consultants, suppliers and customers, **as well as for all the persons listed in art. 3 paragraph 3 of Legislative Decree no. 24/2023 on Whistleblowing.** In order to ensure compliance with the standards by all the addressees, ECB is committed to the widest possible dissemination of the Code of Ethics, promoting its correct interpretation to obtain its consistent application. A copy of the Code of Ethics will therefore be displayed in a place accessible to all and a copy of the document is made available to all persons interacting with the Company.

All specified addressees have the right to access the document along with an obligation to comply with its provisions.

It follows that the Company may impose sanctions provided in the event of serious and/or repeated violations in accordance with current legislation and this Code of Ethics.

For these reasons, the addressees, as indicated above, become aware of the provisions of the Code of Ethics, they are obliged to strictly comply with them and avoid any behaviour to the contrary. They must

contact their direct supervisors or the competent Supervisory Body in case of doubts on interpretation and/or report any violations by third parties, also obliged to comply with the Code.

To facilitate compliance with the reporting obligation, the direct supervisors and the Supervisory Board have a confidentiality obligation in favour of the sender of the notification.

Likewise, everyone is obliged to cooperate to the extent possible with the Supervisory Body and with the corporate structure so as to facilitate the application of this text.

Failure to comply with the reporting obligation is subject to a sanction.

### **3. ETHICAL STANDARDS THAT ARE FUNDAMENTAL TO THE ORGANISATION**

The ethical standards listed below are considered fundamental, and ECB is therefore committed to complying with them and ensuring that all internal and external parties entertaining relations with ECB comply with them.

#### **Compliance with laws and regulations**

ECB operates in strict compliance with the law and regulations in force and strives to ensure that all parties conduct themselves in accordance with the law at all times, whatever the context and activities carried out, and in all the countries in which they operate. This commitment also applies to consultants, suppliers, customers and anyone dealing with ECB.

#### **Integrity**

ECB requires compliance with the highest standards of individual and corporate integrity. The actions and behaviour of the Addressees must always be based on integrity, transparency, fairness and honesty.

#### **Human Rights and Employee Rights**

ECB strictly respects human rights legislation, in accordance with European Convention on Human Rights (ECHR) and rejects any form of forced labour and strongly condemns child labour. The minimum age of employees is in line with State laws and with national collective agreements, in addition to complying with the provisions laid down by Convention of the International Labour Organisation (ILO). ECB ensures that employees are represented by working closely with their representatives freely chosen by the employees. ECB as part of the Saria Group adheres to the eight Conventions of the International Labour Organisation, also known as ILO core labour standards.

ECB promotes equal opportunities and equal treatment of employees, also by abstaining from and prohibiting discriminatory behaviour in the company, whether based on race or ethnicity, sex, religion or ideology, disability, age or sexual identity. ECB – in line with the guidelines of the Head of the Saria

Group – bases recruitment, career progression and promotion of its employees on criteria of quality of professional performance.

ECB ensures that the minimum standard of remuneration of our employees complies with legal provisions on labour, with particular reference to e.g. working hours, wages, salaries and benefits. ECB adopts working methods based on fairness and mutual respect, adhering to a management culture based on mutual trust.

### **No discrimination**

ECB is committed to avoiding any discrimination based on age, gender, sexual orientation, health, race, nationality, political opinions and religious beliefs of its stakeholders in selecting customers, relations with capital holders, personnel management, general work organisation, in selecting suppliers and entertaining relations with third parties.

### **Staff selection, development and training**

The Company is aware that achieving corporate goals in a rapidly changing world with ever new and different challenges depends on the presence of talented, motivated and loyal employees and contractors constituting an intangible asset of primary value.

From this perspective, selecting employees with high professionalism, entrepreneurial mentality and intellectual curiosity cannot disregard the creation and preservation of a serene, inclusive and diverse working environment, because these two combined factors are the prerequisite for high performance: diversity, representing different experiences, visions, styles and personalities, creates cultural wealth and generates innovation. ECB is committed to respecting its employees' privacy and combating all forms of discrimination, ensuring growth based solely on personal merits and skills.

During the selection phase, the Company proceeds with absolute impartiality, autonomy and independent assessments, the latter based on the correspondence between expected and required profiles, transparent and verifiable considerations on the merits, and adopts appropriate measures to avoid all forms of discrimination and favouritism, not allowing distinctions on the grounds of nationality, skin colour, religious beliefs, political opinions, trade union membership or gender. The Company guarantees its employees a training path (whether traditional or on-the-job) aimed at increasing their professionalism and consequently their self-motivation, because it believes that company growth can only be achieved through employee growth and satisfaction.

The Company always considers the protection of workers as taking precedence over any economic considerations.

### **Choosing suppliers and contractors**

Purchase and contractor selection processes are based on securing the maximum competitive advantage for ECB and the granting of equal opportunities for each supplier with the same technical and qualitative requirements; they are also based on pre-contractual and contractual negotiations with a view to indispensable and mutual loyalty, transparency and cooperation.

In particular, in choosing between competing suppliers, ECB assesses decision-making elements impartially, with the aim of providing its customers with the best solution and expertise in both qualitative and economic terms. The Company's guiding standards, which all addressees must comply with, are also extended to all suppliers and contractors, including occasional ones, within the framework of the employment relationship and after appropriate publicity. Although in compliance with the equal opportunities granted to all parties involved attention is paid to the correct competitive advantage, precisely because of the bond of reciprocity, particular attention must be given to loyalty; the above-described standards of conduct must also mutually seal the commercial relations between the Parties.

### **Products and services**

ECB without exception produces products and provides services according to a quality standard that meets the highest quality and assurance requirements imposed by strict internal regulation and in compliance with all mandatory legal standards, contractual agreements and applicable standards. ECB guarantees, in the management of its production and supply processes, high technical standards services in all ECB production sites, providing the best training to workers and performing the most accurate and effective internal controls.

ECB also ensures all the necessary action to avoid the occurrence of technical or human error, acting in cases where the products and/or services provided do not meet the required standards and cooperating with the customers concerned and the competent authorities to avoid the occurrence of any damage.

### **Health, safety and the environment**

The environment is a primary asset that ECB is committed to safeguarding, and it carries out its activities in compliance with applicable laws and regulations and monitors the environmental impact of its activities in order to prevent environmental risks and reduce annoying odorous impacts. ECB conducts its activities and makes investments in socially responsible and sustainable terms from the point of view of health, safety and the environment.

For ECB, health and safety in the workplace and compliance with the provisions protecting it are a key component. ECB pays close attention to the health and safety of workers, third parties (both suppliers and customers), visitors to its workplaces and third parties who may occasionally come into contact with the Company, undertaking to disseminate health and safety provisions by providing adequate training and information to all those present in its premises. ECB pays particular attention to the protection of

safety and health in the workplace and the continuous improvement of the technology used to ensure the highest level of health and safety in the workplace in full compliance with legislation current.

### **Attention to environment and resources**

ECB creates added value for its stakeholders and surrounding environment. ECB stands as a reliable supplier and in this context operates by recovering organic waste to use it in the process of making basic raw materials for PET food with an innovative technology. ECB considers it its duty to work towards protecting and preserving the environment in which it operates for future generations. To this end, it complies with all environmental laws and is committed to doing more and more to protect the resources used in this respect. Environmental protection is the highest priority in ECB's business activities. In this sense, ECB is pushing for the entire supply chain to be an active part in integrating the value-added chain for the environment and natural resources.

ECB conducts social activities and makes investments in socially responsible and environmentally sustainable terms.

### **Contractual fairness**

Contracts and work assignments must be carried out based on the parties' express agreements; ECB undertakes not to exploit any conditions of difficulty and/or incapacity experienced by its counterparties.

### **Protection of competition**

ECB aims to protect the value of fair competition by refraining from collusive, predatory and abusive behaviour. No person working for ECB will be able to participate in agreements that are contrary to the rules governing free competition between companies.

ECB operates in its relevant market with respect for fair competition and integrity in commercial transactions in the belief that competition is a stimulus to the companies and consumers to which the company is addressed. To this end, the ECB requires all staff (including third parties) working in its own interest or for its own benefit to maintain commercial trading practices that maintain loyalty and equal opportunities, ensuring and engaging in compliance with the provisions of the Competition Act.

ECB trains and supports its managers who are committed to the principles of loyalty, equal opportunities and free competition

### **Integrity**

ECB rejects any behaviour that could even potentially be a precondition for a corruptive act or a bribery. ECB refrains from engaging in business relationships (supply or sale) that can only be concluded by assigning or promising personal benefits to those who have a decision-making role for the company with which it enters into relationship.

ECB does not tolerate its employees at any level of the hierarchy, working with ECB suppliers and or customers, grounding the relationship on their personal interests rather than the interests of the company.

### **Taxes and levies**

ECB believes that payment of taxes is a determining factor for the stability and infrastructure of the national economy and directly affects the factors of its success. Submitting tax returns and making payments according to the rules in force and in a timely manner is, therefore, a social obligation that ECB recognizes and accepts.

The main objective of ECB is to meet all tax obligations on time and for the correct amount. It commits and directs employees towards loyalty with the tax authorities of each country in which ECB operates directly or through the Saria Group companies. For this purpose, the ECB has an internal control system able to prevent and detect errors and law violations.

ECB, in line with Saria Group principles, report any breaches of the tax law applicable to the activities of ECB to tax officers of the relevant business unit in order to assess and take action to rectify the error, while maintaining maximum transparency and close cooperation with tax authorities.

In order to always comply with tax rules ECB – in compliance with guidelines of Saria Group – considers the tool of corporate audits essential to ensure fiscal compliance. To this end, ECB relies on the cooperation of the Group's tax auditors for the validation of the financial organisation and, where necessary, for further development.

ECB rejects the adoption of tax structures based on unsustainable targets and it requires workers – whether they be top managers or employees – to behave like honest taxpayers.

### **Investment value enhancement**

ECB shall ensure that its economic and financial performance is such as to safeguard and increase the value of its capital to adequately remunerate the risk borne by its stakeholders.

ECB also creates conditions for those holding shareholdings its share capital in relevant decisions; to this end, ECB provides information to its parent company SARIA.

### **Prohibition against money laundering and self-laundering transactions**

ECB complies with both national and international anti-money laundering and self-laundering laws, as well as with the laws, regulations and measures issued by the competent tax authorities.

ECB requires absolute compliance with laws, company procedures and the Code in all economic transactions, including intragroup transactions it is involved in, ensuring the traceability of incoming and outgoing cash flows and full compliance with anti-money laundering laws. ECB always checks available information (including financial information) concerning its commercial counterparties,



consultants and suppliers in advance to ensure their integrity and respectability, as well as the legitimacy of their activities, before establishing a business relationship.

### **Transparency and completeness of information**

ECB is required to provide complete, transparent, understandable and accurate information so that stakeholders are able to make independent and informed decisions.

### **Confidentiality**

All addressees are required to keep any information they become aware of in the workplace strictly confidential, regardless of their duties.

Documents, in paper or electronic format, relating to the Company's activities may not be removed from the company premises without an *ad hoc* authorisation from the General Manager.

Any observations or complaints against colleagues or managers must be addressed to supervisors in accordance with the hierarchical structure established by the Company.

Particular attention must be paid to the use and storage of confidential information and documents, including strategic plans, work projects, data on corporate management and its performance, operating forecasts, balance sheets, economic results and accounting data in general, operating methods and strategies, investments and divestments with related projects, personal data of members of corporate bodies and employees, the customer, supplier, contractor and consultant lists.

ECB undertakes to keep the information in its possession strictly confidential, in compliance with the provisions on storing and processing sensitive personal data.

The Company undertakes to inform its employees who become aware of personal and sensitive data not to use them for reasons beyond the scope of their work and not to disclose them.

Personal data may not be processed or disclosed without the consent of the data subject and no requests for information relating to the private life of individuals may be made.

In line with the policy of the Saria Group, ECB supports the right to the protection of personal data and, in compliance with current legislation (privacy code and GDPR) uses personal data that are available only for the purposes provided by the legislation in force on their protection.

## **4. STANDARDS OF CONDUCT THAT THE STAFF IS REQUIRED TO COMPLY WITH**

All persons, employees, directors and contractors must comply with the principles listed below in their conduct towards ECB.

**Respect:**

Each person has the right to a safe and calm working environment promoting interpersonal relations, in compliance with the fundamental principles of inviolability, equality, freedom and dignity of the human person. The Company acknowledges and guarantees in favour of each employee protection from undesirable acts or behaviour with sexual connotations, harassment and moral violence, bullying and psychological persecution, as well as discrimination of any kind.

**Diversity:**

Everyone has unique strengths and only by enhancing these talents is it possible to interpret change, ride the wave of market challenges and achieve high performance.

Diversity is a value that generates innovation. One of the main challenges is gender balance in organisations. That is why ECB is invariably committed to considering female candidates for any employee, middle management or executive role. In general, ECB is committed to ensuring an inclusive working environment for every employee, regardless of race or ethnic origin, religion or beliefs, disability, age or sexual orientation.

**Professional integrity:**

Each person carries out his or her work and services with diligence, efficiency and fairness, making the best use of the tools and time at their disposal and undertaking the responsibilities related to their role.

**Loyalty:**

Relations with outside parties, relations with employees and contractors, and those between the latter must be based on utmost loyalty, which consists of keeping one's word, promises and agreements, acting responsibly, enhancing and safeguarding the Company's assets, and acting in good faith with regard to all activities or decisions.

**Honesty:**

As part of their work activities, the Addressees are required to be familiar with and diligently comply with the organisational model and the laws in force. Under no circumstances may the pursuit of ECB's interests justify dishonest conduct.

**Fairness:**

The Addressees may not use the information, goods and equipment at their disposal for the performance of their duties or assignments to attain personal objectives. They may not tolerate or exert or provide, for themselves or others, any pressure, recommendations or warnings, which might be prejudicial to the

ECB or entail undue advantage to themselves, the ECB or third parties; each person must reject and may not make promises of undue offers of money or other benefits.

**Confidentiality:**

The Company ensures the utmost confidentiality, with regard to news and information constituting the Company's assets or inherent to ECB's activities, in compliance with laws and current regulations and internal procedures.

Furthermore, the Addressees are required not to use confidential information for purposes that are not related to the exercise of their activities.

**Conflicts of interest:**

In carrying out their work, the Addressees pursue ECB's general objectives and interests and are required to avoid and report any conflicts of interest between the duties/tasks they perform within the department or corporate body they are part of, and any personal, family or third-party economic or financial activities where they are potential stakeholders for any reason.

They must inform without delay their supervisors, contact persons, or the body to which they belong and the Supervisory Board of any situations or activities where there may be a conflict of interest with ECB, on their part or on the part of their next of kin, and in any other situation where significant matters of convenience exist.

**5. CODE OF CONDUCT**

*a) Relationships with staff*

**- Staff selection**

The evaluation of the staff to be hired is carried out based on the candidates' profiles meeting the Company's expectations and needs, given equal opportunities for all parties concerned.

Information requested is strictly related to assessing professional and behavioural aspects, all the while respecting the candidate's privacy and opinions.

ECB takes appropriate measures in the selection process to avoid favouritism and any kind of facilitation and urges for applications from female candidates to be considered whenever possible for each role.

**- Establishment of the employment relationship**

Staff is hired under regular employment contracts; no form of illegal work is tolerated. When an employment relationship is established, the employee receives accurate information regarding:

- characteristics of the role and tasks to be performed;
- regulatory and salary aspects;

- rules and procedures to be adopted to avoid potential health risks associated with the work activity.

This information is presented to the employee in such a way that acceptance is based on an actual understanding of all the aspects involved.

When hiring staff without no citizenship but in possession of a residence permit, the provisions of Legislative Decree No. 286/1998 must be fully complied with.

Foreign workers may not be employed by the Company without a residence permit or with a revoked, annulled or expired permit, for which no application for renewal has been submitted in accordance with the law.

#### - **Staff management**

People are ECB's main resource and accordingly ECB pays particular attention to the enhancement and professional growth of each one, purely merit-based.

ECB is committed to protecting the moral integrity of people by guaranteeing the right to working conditions that respect their dignity.

Everyone is guaranteed equal opportunities and everyone is entitled to the same professional and career development opportunities, and ECB is not only committed to avoiding any form of discrimination against its staff, but also to promoting a culture of inclusion and diversity, which is considered a value.

In the processes of personnel management and development, as well as in the selection phase, access to roles and assignments is based on skills and abilities.

The assessment of the activities of the persons operating in the ECB is carried out on a broad scale, involving those responsible, the Executive Board and, as far as possible, the persons who have interacted with the person examined. The Company is also committed to ensuring that the annual objectives established to grant economic incentives to managers and employees are specific, concrete, measurable and commensurate with the time required to achieve them.

#### - **Integrity and Personal Protection**

ECB safeguards its employees from acts of psychological violence and opposes any discriminatory attitudes or behaviours that may disturb the sensitivities of individuals. ECB does not tolerate any form of discrimination or harassment towards its personnel.

All individuals, within the scope of their activities and relationships, are required to uphold these principles and collaborate with ECB for their protection.

Anyone who becomes aware of discriminatory acts or believes they have been subjected to harassment, bullying, or discrimination based on age, sexuality, race, health status, nationality, political opinions,

religious beliefs, etc., can report the incident using the whistleblowing reporting channel outlined in Annex 1.

Individuals who engage in such acts may face disciplinary sanctions, including potential termination of labour contract.

Disparities in treatment are not considered discrimination if they are justified or justifiable based on objective criteria.

- **Human resources development and enhancement**

Managers take the utmost advantage of and promote the skills of all the professionals that are part of the structure by activating the available tools to encourage people's development and growth; ECB believes that training on the job is the most effective training for adult professionals, as opposed to traditional training methods. Examples of on-the-job training include task rotation, coaching with experienced staff, and covering assignments involving greater responsibility. In this context, it is particularly important for managers to communicate the "performance/potential" assessment of each person and share their professional growth plan.

Formal training is nonetheless provided at certain times in the person's professional life (for example, an introduction to ECB's activities is provided for new recruits) and recurrent training is provided for operational and non-operational staff, as set out in the Risk Assessment Document adopted by ECB.

- **Work time management**

Each manager is required to make the most of people's working time, requiring performance consistent with their duties and work organisation plans.

Requesting services, personal favours or any actions constituting a violation of this Code on the part of a direct supervisor constitutes an abuse of authority.

- **Staff involvement**

The involvement of staff in the performance of work is also ensured by providing for inter-departmental meetings and participation in discussions and decisions aimed at achieving the Company's objectives.

The staff must participate in these meetings and discussions with a spirit of cooperation and independent judgement. For ECB, proactivity and initiative are key values, as they lead to continuous improvement.

Listening to various points of view and trusting in the professional skills and honesty and fairness of all employees in the various departments enables those responsible to make the best possible decisions.

- **Interventions on work patterns**

In case work patterns are reorganised, the value of human resources is safeguarded by providing training and/or retraining where necessary.

ECB therefore complies with the following criteria:

the burden of reorganisation of work must be distributed among all persons as evenly as possible, consistently with the effective and efficient exercise of the activity;

in case of new or unforeseen events, which must in any event be made explicit, employees may be assigned to tasks other than those previously carried out, ensuring that their professional skills are safeguarded.

#### - **Health and safety**

ECB is committed to providing a working environment that protects the health and safety of its staff.

ECB is committed to spreading and consolidating a culture of safety, developing risk awareness and promoting responsible behaviour by all people; ECB also aims to protect the health and safety of workers, especially through preventive actions.

All persons must comply with internal rules and procedures, in terms of risk prevention and health and safety protection, and promptly report any deficiencies or non-compliance with applicable rules.

ECB's objective is to protect human resources, constantly seeking the necessary synergies not only internally, but also with other entities belonging to the Group, suppliers, companies and customers involved in ECB's activities.

To this end, it carries out interventions of a technical and organisational nature by:

- introducing an integrated risk and safety management system;
- uninterruptedly analysing risk and identifying the significance of the processes and resources to be protected;
- adopting state-of-the-art technologies;
- monitoring and updating working methods;
- providing training and communication.

ECB's staff is committed to fully implementing the provisions of Legislative Decree 81/08 (as amended) and, in general, the legislation on the protection and safety of workers.

Employees are required to comply with the following obligations:

- adopting and strictly following the procedures and measures established by the Company;
- executing the instructions and/or orders of the Head of the Risk Prevention Service, and implementing the occupational accident prevention protocols developed by ECB
- carefully using the equipment and means delivered by the employer, as well as the safety and protective equipment;

- promptly notifying the relevant corporate department, of any shortcomings in terms of working environment, even only potentially dangerous for them or for third parties;
- using safety devices without removing or modifying them;
- participating, lending due attention, in the scheduled training and refresher courses;
- undergo health check-ups mandated by law;
- complying with smoking legislation, following the relevant corporate guidelines;
- reporting to the safety manager and to the Supervisory Body any potential or actual dangerous situations, working directly, where the circumstances so require and within the scope of their responsibilities and competence, to eliminate or minimise such dangerous situation;
- adopting a transparent and cooperative conduct towards the relevant supervisory bodies (Labour Inspectorate, ATS, Fire Brigade) during inspections/investigations;
- avoiding the use of alcohol, narcotic drugs or psychotropic substances, both at work and during lunch breaks and on business trips.

#### - **Privacy Policy**

In processing the personal data of its staff, ECB complies with the provisions of Legislative Decree No. 196/2003 (as subsequently amended), which contains the Personal Data Protection Code. Employees are given a privacy policy specifying the purposes and methods of processing, any entities to which the data are communicated, as well as the information necessary to exercise the right of access under Article 13 of Legislative Decree No. 196/2003. Where the law so requires, consent to the processing of personal data is requested.

Any investigation into employees and contractors' ideas, preferences, personal tastes and private life in general is not allowed.

#### - **Staff obligations**

The employees must act fairly to comply with the obligations entered into in the employment contract and the provisions of the Code, ensuring the required services.

#### - **Information management**

Employees must be aware of and implement the Company's policies on information security to ensure its integrity, confidentiality and availability.

They are required to process their documents using clear, objective and exhaustive language, allowing any checks by colleagues, supervisors or external parties authorised to request them.

### - **Confidentiality of corporate information**

Corporate information and know-how must be protected with the utmost confidentiality.

The most significant data that ECB acquires or creates in the course of its activities will be considered confidential information and subject to adequate attention; this also includes information acquired by and concerning third parties (customers, professional contacts, professional partners, employees, etc.).

Persons who, in performing their duties, come into possession of confidential information, materials or documents must inform their supervisors.

It is the responsibility of managers to process and disseminate information by appropriate means in compliance with company principles; persons who are not expressly authorised to answer questions, or provide materials requested by internal or external ECB entities, will be required to consult with their supervisors and comply with the instructions given in this regard.

If it is necessary to deal with relevant, confidential or economic matters, they must ensure that the counterparty first signs a confidentiality agreement, drawn up in accordance with company standards or, alternatively, takes the necessary measures according to the nature of the elements dealt with.

Both during and after termination of the employment relationship with ECB, employees may use the confidential data in their possession exclusively in the interest of ECB and never for their own benefit or that of third parties.

### - **Confidential information on third parties**

ECB staff must refrain from using illegal means to acquire confidential information about third parties.

Anyone who, within the framework of a contractual relationship, becomes aware of confidential information about other persons is obliged to use it exclusively in accordance with the agreement in question.

Persons may not request, receive or use confidential information about third parties without proper authorisation.

Anyone who becomes aware of confidential information concerning another person that is not already subject to a non-disclosure agreement or other form of protection must contact their manager for assistance in processing that information.

### - **Insider trading**

Except where necessary to carry out the normal activities of ECB and/or third party companies, the Addressees must refrain from obtaining data the use of which could constitute insider trading.

Anyone who becomes aware of data of this nature during their work activity is required not to disclose such data to third parties, unless they need such data to perform their duties and in any event subject to prior notice to the Company's top management.



Persons who, in the course of or as a result of their work, become aware of confidential data, whether on ECB or on third-party companies, are prohibited from trading in the securities of such companies, as well as from carrying out transactions that are in any way connected with such information.

- **Conflict of interest**

All persons at ECB are required to avoid situations in which conflicts of interest may arise and to refrain from taking personal advantage of business opportunities that might come to their attention in the course of their duties.

No one who has a relationship with a person from ECB must be in a position to take improper advantage of ECB by virtue of his or her relationship with that person.

The situations that could give rise to a conflict of interest include, but are not limited to:

- carrying out their own business in competition with those of ECB, including through family members;
- performing a top management duty (managing director, director, department head) and at the same time having economic interests with suppliers, customers or competitors (owning shares, professional assignments, etc.), including through family members;
- managing relations with suppliers and at the same time carrying out work, also through a family member, with the suppliers themselves;
- accepting money or favours from persons or companies that are or intend to enter into business relations with ECB, or with other entities belonging to the same Group.

If even the mere possibility of a conflict of interest arises, the concerned party is required to inform his or her manager, who, in the manner provided, informs the ECB department, which will assess whether a conflict exists on a case-by-case basis.

The person is also required to provide information about activities carried out outside of work if these could potentially conflict with ECB's interest.

- **Unlawful compensation, gifts, entertainment expenses**

ECB staff members are prohibited from accepting or receiving any gifts, compensation or other benefits of significant monetary value from suppliers, customers or other entities with which they entertain a professional relationship.

Specifically, they must not accept gifts and services that may affect the actions to be taken in performing their work duties.

The Addressees must also do everything in their power to inform the Company's business partners of their unwillingness to accept gifts or other benefits. The above cannot be circumvented by recourse to third parties. ECB staff members who receive gifts or benefits other than those that fall within the

permitted cases are required to notify the ECB's Executive Board, which assesses the appropriateness of such gifts or benefits and arranges for the sender to be notified of ECB policy on the matter.

- **Use of company assets**

Each person is required to work diligently to protect the Company's assets, with responsible conduct in line with the operating procedures established to regulate their use and precisely documenting their use. Specifically, each person must:

- use the assets entrusted to them meticulously and sparingly;
- avoid improper use of the Company's assets, which could cause damage or reduce efficiency, or be otherwise contrary to ECB's interests;
- adequately guard the resources entrusted to them and promptly notify the relevant units of any threatening or harmful events to ECB.

With reference to computer applications, every person is required to:

- scrupulously adopt the provisions of the company security policies in order not to compromise the operation and protection of IT systems;
- refrain from sending threatening or insulting e-mails, or making inappropriate comments that may offend others and/or damage the Company's image;
- refrain from surfing on Internet sites with crude and derogatory content, or otherwise not related to professional activities.

ECB reserves the right to prevent improper use of its assets and infrastructures, through the use of accounting, reporting, financial control and risk analysis and prevention systems, subject to compliance with the provisions of the laws in force (privacy law, workers' charter, etc.).

- **ECB and criminal activities**

ECB strongly condemns antisocial and criminal attempts and activities and declares its firm intention to have no part in such phenomena.

ECB staff are prohibited from engaging in any kind of relationship with organisations and elements involved in criminal activities that threaten society or the lives of citizens.

In case of extortion, the employees must reject any involvement and refrain from spending money or other benefits.

Instead, they must immediately inform their supervisors for the necessary discussions that must occur with the ECB General Management.

*b) Customer relations*

**Impartiality**

ECB undertakes not to arbitrarily discriminate among its customers.

- **Agreements and customer notifications**

ECB agreements and notifications to customers must be:

- clear and easily understandable for counterparties;
- in accordance with the regulations in force, such as not to amount to elusive or otherwise unfair practices;
- complete, so as not to overlook any element relevant to the customer's decision.

- **Staff behaviour towards customers**

The manner in which ECB staff members behave towards customers is based on availability, respect and affability, with a view to a cooperative and highly professional relationship.

*c) Relationships with suppliers*

- **Choosing suppliers**

Purchase processes are based on identifying the maximum competitive advantage for ECB, granting equal opportunities to suppliers, and are inspired by fairness and impartiality; selecting suppliers and determining purchase terms and conditions are based on an objective assessment of the quality and price of the goods or services, as well as guarantees in terms of assistance and timeliness. ECB is committed to putting in place all necessary procedures and actions to ensure maximum efficiency and transparency in the purchase process, so as

- not to preclude anyone with the required qualifications from competing for contracts, adopting objective and documentable criteria in choosing a shortlist of candidates;
- to ensure sufficient competition in supplier selection processes, for example by taking at least two companies into consideration. Any derogation must be authorized and documented;
- to implement a separation of roles within the different phases of the overall purchasing process, also documenting and making choices traceable.

ECB reserves the right in any case to require suppliers to certify the following:

- properly documented availability of means, including financial means, organisational structures, project capabilities and resources, know-how, etc.;
- the existence and effective implementation, where ECB specifications so require, of appropriate business quality check systems.

*d) Relations with capital holders*

- **Accounting transparency**

ECB is aware of the importance of transparency, accuracy and completeness of accounting information and strives to have a reliable administrative and accounting system that correctly represents management

events and provides the tools to identify, prevent and manage, insofar as possible, risks of a financial and operational nature, as well as fraud against the Company or third parties, also in relation to the use of public funds.

Accounting records and the documents deriving from them must be based on precise, exhaustive and verifiable information, they must reflect the nature of the operation to which they refer in compliance with external requirements (law, accounting principles), as well as internal policies, plans, regulations and procedures; moreover, they must be accompanied by the relevant supporting documentation necessary for objective analysis and assessment.

The accounting records must make it possible to:

- produce accurate and timely economic, financial and equity statements addressed to both Company departments and other entities (financial statements, information documents, etc.);
- prove the commensurate relationship between the resources employed and the services provided;
- provide the tools to identify, prevent and manage, insofar as possible, risks of a financial and operational nature and fraud to the detriment of the Company or third parties, also in relation to the use of public funding;
- carry out audits that reasonably ensure safeguarding the value of the assets and protection against losses.

All addressees are required to

- operate in a manner such that the management events are correctly and promptly represented, so that the administrative and accounting system can achieve all the purposes described above;
- ensure that the information and documents provided to Statutory Auditors and Auditors are promptly prepared in accordance with this Code's standards;
- to strictly comply with the provisions of the law avoiding conduct that, even if it were in their personal interest, could even potentially supplement the crime of receiving and or money laundering and or self-laundering or other utilities. For this purpose, all ECB staff must comply with the specific policy of SARIA Group. The latter (regardless of the current legislation on money laundering in force in the States in which it operates through the Group companies - of which ECB Company Srl is part) has set up management systems that ensure the impossibility of executing financial transactions used to launder money.
- **Protection of corporate assets**

Corporate bodies are specifically required to safeguard the Company's assets by setting an irreprehensible example to all the Company's employees and contractors.

Available resources must be used in accordance with the laws in force, the articles of association and the

Code to increase and strengthen the Company's assets, to protect ECB, its capital holders, creditors and the market.

To guarantee the integrity of the share capital and except in cases where the law expressly allows it, it is prohibited to return, in any form whatsoever, contributions or release the shareholders from the obligation to make them, or to distribute profits not actually realised or allocated by law to reserves.

*e) Relations with public administrations*

The term public administration means any person, entity or operator qualifying as a public official or public service provider operating on behalf of a central or peripheral public administration or public supervisory authorities, independent authorities, EU institutions, as well as private partners entrusted with a public service.

**a. Fairness**

ECB intends to conduct its relations with public administrations with the utmost transparency and ethical conduct; these relations, which must be conducted in compliance with current legislation, are inspired by the general fairness standards, so as not to compromise the integrity of both parties.

Staff members must refrain from any behaviour that may damage the public administration's impartiality and independent assessment.

In carrying out transactions and maintaining relations with public administrations, the Addressees must ensure maximum transparency and traceability of the relevant information. Particular caution must be exercised in transactions relating to tender procedures, contracts, authorisations, concessions, licences and requests for public funding (at state or EU level).

In the event that ECB needs to use the professional services of public administration employees as consultants, the regulations in force must be complied with. If by virtue of the laws in force persons that apparently external to the entity can be considered as acting on behalf of the same, the standards contained in this Code ought to be extended to them.

ECB may not, however, be represented in its relations with the Public Administration by a consultant or a third party when conflicts of interest may arise.

**b. Gifts, presents and benefits**

No person at ECB may give money or offer financial or other benefits to persons belonging to a public administration in order to obtain assignments or other advantages, whether personal or for ECB.

No form of gift that may be construed as exceeding normal business or courtesy practices, or in any case aimed at obtaining favourable treatment in the conduct of any activity connected with ECB, is permitted. A gift is any kind of benefit: not only goods but also, for example, free attendance at conferences, promise of a job offer, etc.

The above cannot be circumvented by recourse to third parties; in this regard, not only unlawful payments made directly by entities, or by their employees, but also unlawful payments made through other persons but on behalf of the entity, both in Italy and abroad, are considered as amounting to corruption.

ECB shall refrain from employing, either as employees or as consultants, former public administration employees, or their relatives, who have personally and actively participated in business negotiations, or who have helped to endorse requests made by ECB to the public administration, for a period of at least two years from the closing of the deal, or from the submission of the request by ECB.

In any event, ECB shall refrain from practices that are not permitted by law, commercial practice or the ethical codes of the companies and entities with which it has dealings.

Any gifts offered, with the exception of those of negligible value, must be adequately documented to allow for checks and authorisations by the relevant department head, who shall give prior notification to ECB's General Management.

A copy of the relevant documentation (e.g., a transport document) must be kept in a special binder.

If a person at ECB receives explicit or implicit requests for benefits from a member of a public administration, except in the case of gifts for commercial use and of negligible value, he/she must immediately inform his/her supervisor or the person of reference, so that appropriate measures may be taken.

### **c. Measures that ECB may take**

If it deems it appropriate, ECB may support programmes of public bodies aimed at achieving benefits and advantages for the community, as well as the activities of foundations and associations, albeit in compliance with the regulations in force and this Code's standards.

#### *f) Relations with the community*

##### **a. Economic relations with political parties, trade unions and associations**

ECB does not fund political parties in Italy or abroad, their representatives or candidates, and does not sponsor congresses or parties solely aimed at political propaganda.

ECB strictly refrains from being subjected to any direct or indirect pressure from politicians; for example, it does not accept recruitment alerts or enter into consultancy agreements with similar aims.

ECB does not make contributions to organisations with which there may be a conflict of interest (e.g., trade unions).

However, it is possible to cooperate, including financially, with such organisations for specific projects, subject to the following conditions:

- b. clear and documented allocation of resources;
- c. express authorisation from the relevant ECB departments.

#### **d. Contributions and sponsorships**

ECB can only accept requests for contributions from self-professed non-profit organisations and associations, with regular articles and memoranda of association, and of high cultural or charitable value. Sponsorship activities, which may relate to the environment, sports, entertainment and art, are intended only for events that offer quality guarantees or where ECB can cooperate in terms of planning so as to guarantee originality and effectiveness.

In choosing proposals to join, ECB pays particular attention to any possible personal or corporate conflicts of interest: for example, family relationships with stakeholders or links with bodies that may, because of the tasks they perform, in some way favour the activity of ECB or the Group to which it belongs.

Sponsorship relationships are always subject to a written agreement between the parties.

#### *g) Dissemination of information*

##### **a. External communications**

ECB's notifications to its stakeholders are based on compliance with the right to information; under no circumstances may false or biased news or comments regarding the Company or other Group entities be disseminated.

All communication activities are in compliance with the laws, rules and professional conduct practices and are carried out with clarity, transparency and timeliness, safeguarding, among other things, information that influences the price of financial instruments (price sensitive) and industrial secrets.

Any form of pressure or securing of favourable attitudes by the media is prohibited.

To ensure completeness and consistency of information, ECB's relations with the media are reserved exclusively for the relevant departments.

##### **b. Control over price-sensitive information**

Any form of investment in ECB's capital, whether direct or through a third party, based on confidential business information concerning the Company or other Group entity, is prohibited.

Disclosure of such information must be authorised in advance by the directors, or persons appointed for this purpose.

Under no circumstances, in managing information, conduct may be adopted such as to favour insider trading, lead to the impoverishment of the Company's assets, or result in undue personal or third-party advantages.

*h) Dissemination and communication*

ECB is committed to disseminating the Code, using all available means of communication and opportunities, such as staff briefings and training.

All persons must be familiar with the contents of the Code and comply with its provisions.

To ensure a correct understanding of the Code, ECB prepares and implements, also in accordance with the Supervisory Board's instructions, a training plan aimed at fostering knowledge of ethical principles and rules.

The training initiatives are differentiated depending on the role and responsibilities of the people; a special training programme is provided for new recruits, explaining the contents of the Code to be complied with.

The Supervisory Board and the company management are available for any clarification as concerns the Code.

Each individual, particularly management, is responsible for including the contents of the Code in training programmes and to refer to the same in all company procedures and guidelines.

*i) Supervision over the implementation of the Code of Ethics*

For ECB, it is crucial that the Recipients of this Code of Ethics operate in compliance with the law. In this regard, ECB, aligning with Saria Group policy, asserts the principle of compliance respect wherever it operates, demanding and promoting that the activities undertaken by its staff (executives and subordinates) also be based on ethical and moral values and principles.

To this end, the task of verifying the implementation and application of ECB's Code of Ethics falls upon:

- Board of Directors;

- Executives of ECB;

- Area or function Managers of ECB;

- Supervisory Body under Legislative Decree 231/2001: this body, in addition to monitoring compliance with the Code, having access to all ECB information sources for this purpose, recommends to the top management the appropriate updates to the Code, based on communications and information received from staff.



The Supervisory Body has the following tasks:

- To communicate to the Board of Directors the received communications regarding non-compliance with the Code, in order to enable the adoption of appropriate measures;
- Contribute to the periodic revision of the Code by formulating necessary changes, approving them, and submitting them, through the CEO, for approval by the Board of Directors.

#### **a. Reporting issues and/or suspected violations**

Anyone who becomes aware of or has reason to believe that a violation of this Code, a specific law or a company procedure has occurred, has the duty to immediately inform his or her supervisor and the Supervisory Body.

The report must be made in writing and not anonymously.

#### **b. Unlawful Disclosures - Whistleblowing Policy**

In order to comply with the obligations set forth by Legislative Decree 24/2023 concerning unlawful disclosures, ECB has developed a specific procedure regarding whistleblowing (see Annex 1), which provides guidance on the objective of the reporting channel, access methods, how to report an offense, the committee responsible for receiving and managing reports, the prohibition of retaliation against the whistleblower, and other rules to fulfill the obligations of the Whistleblowing decree.

According to the aforementioned procedure, any circumstance that even potentially constitutes a violation of national and/or international laws, Legislative Decree 231/2001, the organizational model, and the principles of this Code of Ethics can be reported through the unlawful disclosures reporting channel – whistleblowing PGn.1 (see Annex 1). As stipulated by the relevant regulations, no form of retaliation will be tolerated against those reporting offenses they have become aware of during their employment or collaboration with ECB.

The committee and/or manager of the reporting channel (as per the aforementioned instructions) are required to handle reports with due respect to the necessary confidentiality and privacy of personal data.

#### **c. Disciplinary measures following violations**

The provisions of this Code form an integral part of the contractual obligations undertaken by the staff and persons entertaining business relations with ECB.

Violation of the principles and conduct set out in the Code compromises the relationship of trust between ECB and those who commit the violation, whether they are directors, employees, consultants, collaborators, customers or suppliers.

Violations will be sanctioned by ECB as follows:

for employees, through appropriate disciplinary measures, regardless of the possible criminal relevance of the conduct and any criminal proceedings, in cases where the conduct constitutes an offence.

Specifically, the sanctions will be in accordance with the rules and logic behind the relevant employment contract.

Disciplinary measures range from warning or reprimand to suspension without pay, demotion and, in the most serious cases, dismissal.

Before a disciplinary measure is taken, the person concerned is given the opportunity to explain his/her behaviour.

As for consultants, collaborators, customers and suppliers, specific procedures to terminate the contractual relationship will be activated.

#### **d. Operating procedures and decision-making protocols**

To prevent violations of the regulations in force and the Code, ECB provides for the implementation of specific procedures on the part of all those involved in the operational process, aimed at identifying the persons responsible for operational decision-making, authorisation and performance; individual operations must be carried out by different persons for each phase, with clearly defined competences that are known within the organisation so as to avoid unlimited or excessive powers being attributed to individual persons.

### **Compliance**

The Group's and ECB's activities are governed by the law. ECB demands and promotes its corporate activities in accordance with values and moral principles.

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### **Confirmation of Acknowledgment**

After reading this Code, please confirm your receipt, acknowledgment, and understanding of your compliance obligations. Please be aware that you are required to comply with this Code even if you do not confirm receipt. If possible, kindly send your confirmation electronically. If you do not have access to a computer, please sign a copy of the acknowledgment form located at the end of the Code and submit it to your Human Resources Office.

The Code (Procedure PGn.1) is available on the company website [www.saria-ecb.it](http://www.saria-ecb.it).

## ***WHISTLEBLOWING POLICY***

PGn1 - PROCEDURE FOR THE SUBMISSION AND MANAGEMENT  
OF INTERNAL REPORTS  
AND PROTECTIVE MEASURES

*November 2023 - [Version 1]*

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## 1. INTRODUCTION

Law No. 179 of November 30, 2017, concerning *whistleblowing* (reporting of misconduct and irregularities), extended protection to employees or collaborators who report relevant wrongdoings in the private sector, as per Legislative Decree No. 231 of 2001 on the administrative liability of companies. This law introduced substantial changes to Legislative Decree No. 231/2001, imposing an obligation on companies, within their organizational structure, to adopt measures that, through the collaboration of their employees, bring to light any potentially criminal acts or illicit activities occurring during the course of business activities.

In accordance with Legislative Decree 24/2023 (implementing EU Directive 2019/1937 of the European Parliament and the Council, dated October 23, 2019, concerning the protection of persons reporting breaches of Union law and provisions regarding the protection of persons reporting violations of national legislative provisions), the scope of the obligation to activate an internal reporting channel has been further expanded for both public and private sector entities.

## 2. MAIN SOURCES AND PRACTICES

- [EU Directive No. 2019/1937 of the European Parliament and the Council, dated October 23, 2019;](#)
- [Legislative Decree No. 24/2023, dated March 10, 2023;](#)
- [ANAC Regulation for the management of external reports and the exercise of ANAC's sanctioning powers, in implementation of Legislative Decree No. 24/2023, dated March 10, 2023, adopted by resolution No. 301 on July 12, 2023;](#)
- [ANAC Guidelines on the protection of individuals reporting violations of Union law and protection of individuals reporting violations of national legislative provisions, adopted by Resolution No. 311 on July 12, 2023.](#)

## 3. PURPOSE AND OBJECTIVES OF THE PROCEDURE

This procedure applies to Ecb Company Srl.

The purpose of this document is to describe and regulate the system for reporting violations, as defined below, that the reporter, as similarly defined below, has become aware of during the relationship and within the working context with Ecb Company Srl. It also outlines the protective mechanisms in place to safeguard the reporter. Specifically, the document aims to describe:

- a) The roles and responsibilities of the functions involved in managing reports;
- b) The objective scope and content of the report;
- c) The subjective scope of application;
- d) The procedure and channels to be used for reporting alleged violations;
- e) The management of the report and the process that occurs when a report is made;
- f) The communication methods for informing the reporter and the reported party about the procedure's progress;
- g) The specific protective measures granted to individuals making reports.

The purpose of this document is, therefore, to eliminate factors that could hinder or discourage the use of the *whistleblowing* institution, doubts and uncertainties about the procedure to follow, and fears of retaliation or discrimination.

Any changes and/or additions to this Code must be approved by the Board of Directors, on the proposal of the General Manager and/or the Chairperson (including severally) and circulated promptly to the addressees, having heard the opinion of the Board of Statutory Auditors and having consulted with the Supervisory **Board**.

## 4. DEFINITIONS

In this policy, the following expressions have the meanings indicated below:

- a) "**ANAC**": National Anti-Corruption Authority, an independent Italian administrative authority with tasks related to safeguarding the integrity of public administration, combating illegality, fighting corruption, implementing transparency, and overseeing public contracts;

- b) "**CCNL**": National Collective Labor Agreements (CCNL) for Food Industry Workers applied to employees and National Collective Labor Agreements (CCNL) for Managers of Industrial Companies applied to executives—each as applied to individual employment relationships and related second-level agreements;
- c) "**Whistleblowing Committee**": (hereinafter also referred to as the "Committee") a natural person or office dedicated to managing reports, internal, independent, and staffed with personnel specifically trained for managing the reporting channel, or an external entity, also independent and staffed with personnel specifically trained for managing the reporting channel;
- d) "**Work Context**": work or professional activities, present or past, whereby, regardless of their nature, an individual acquires information about violations and within which they may risk retaliation in case of reporting or public disclosure or reporting to the judicial or accounting authorities. It must, however, involve activities carried out by individuals who have established, with the public or private entity, one of those employment or professional relationships expressly indicated by the legislator in Legislative Decree no. 24/2023;
- e) "**Recipients**": Individual shareholders, individuals with administrative, managerial, supervisory, or representative functions, even if such functions are exercised purely by fact, Company Personnel (as defined below), Employees (as defined below), self-employed workers, collaborators under art. 409 of the Italian Civil Procedure Code and art. 2 of Legislative Decree 81/2015, who carry out their work at the Company, workers or collaborators who carry out their work for companies providing goods or services or performing works for third parties, freelancers and consultants who provide their services to the Company; entities owned - exclusively or in majority participation by third parties - by the Reporting Person or where the Reporting Person works;
- f) "**Employees**": all individuals who maintain an employment relationship with the Company, including executives, covering part-time, intermittent, fixed-term, temporary agency, apprenticeship, accessory work relationships, as well as workers performing occasional services (whose employment relationship is governed by art. 54-bis of Legislative Decree no. 50/2017);
- g) "**Public Disclosure**": making information about violations public through the press, electronic means, or any means of dissemination capable of reaching a large number of people;
- h) "**Facilitator**": a natural person who assists the Reporting Person in the reporting process, operating within the same work context, and whose assistance must be kept confidential.
- i) "**Information on Violations**": Information, including well-founded suspicions, concerning violations committed or that, based on concrete elements, could be committed within the organization with which the Reporting Person or the person reporting to the judicial or accounting authority has a legal relationship under Article 3, paragraph 1 or 2, of Legislative Decree 24/2023, as well as elements concerning conduct aimed at concealing such violations;
- j) "**Whistleblower Log**": A file dedicated to the collection of Reports, the creation, drafting, and preservation of which are the responsibility of the Whistleblowing Committee and/or any other body responsible for managing the

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<sup>1</sup> Including self-employed workers as defined in Chapter I of Law no. 81/2017, such as self-employed workers governed by Title III of Book V of the Civil Code, including contracts for services under Article 2222 of the same Civil Code; commercial representation relationships and other collaboration relationships resulting in a continuous and coordinated service, predominantly personal, even if not of a subordinate nature (for example, lawyers, engineers, social workers who provide their work for a private sector entity organizing it independently).

Reports. Although a specific form is not required for validity, the Whistleblower Log must be a document suitable for ensuring the confidentiality of the information contained therein and its proper preservation;

k) "**Corporate Bodies**": The Board of Directors and/or the Board of Statutory Auditors of Ecb Company Srl, depending on the context of the reference;

l) "**Personnel**": All individuals who are, even temporarily, in employment relationships with the Company, without having the status of employees (such as volunteers, interns, paid or unpaid), those hired during the probationary period, as well as those who do not yet have a legal relationship with the mentioned entities or whose relationship has ceased if, respectively, information about violations was acquired during the selection process or in other pre-contractual phases or during the employment relationship (1).

m) "**Reporting Person**" or "**Reporter**": The natural person who makes the report or public disclosure of information on violations acquired within the scope of their work context;

n) "**Involved Person**": The natural or legal person mentioned in the internal or external report or in public disclosure as the person to whom the Violation is attributed or as a person otherwise involved in the reported or publicly disclosed Violation;

o) "**Feedback**": Communication to the Reporting Person of information regarding the follow-up that has been or is intended to be given to the report;

p) "**Retaliation**": Any behaviour, act, or omission, even only attempted or threatened, carried out due to the report, the report to the judicial or accounting authority, or public disclosure, causing or that can cause unfair harm to the reporting person or the person who has filed the report, directly or indirectly. Examples of retaliation include the cases specified in Article 17 of Legislative Decree 24/2023;<sup>2</sup>

q) "**Report**" or "**To Report**": The written or oral communication of information on Violations under Legislative Decree 24/2023.

r) "**External Report**": The written or oral communication of information about Violations under Legislative Decree 24/2023, submitted through the external reporting channel;

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<sup>2</sup> In the context of whistleblowing legislation, the protection provided by Legislative Decree 24/2023 applies in the following scenarios: When the employment or collaboration relationship has not yet commenced, if information about violations was acquired during the selection process or other pre-contractual phases. During the probationary period. Subsequently to the termination of the legal relationship if information about violations was acquired during the course of the relationship itself.

The protection covers the following situations:

<sup>2</sup> a) Termination of employment, suspension, or equivalent measures. b) Demotion or failure to promote. c) Change of functions, change of workplace, salary reduction, modification of working hours. d) Suspension of training or any restriction of access to it. e) Negative performance reviews or negative references. f) Adoption of disciplinary measures or other sanctions, including financial penalties. g) Coercion, intimidation, harassment, or ostracism. h) Discrimination or any unfavourable treatment. i) Failure to convert a fixed-term employment contract into a permanent contract when the worker had a legitimate expectation of such conversion. l) Non-renewal or early termination of a fixed-term employment contract. m) Damages, including damage to the person's reputation, particularly on social media, or economic or financial prejudices, including loss of economic opportunities and income loss. n) Listing in inappropriate lists based on a formal or informal sectoral or industrial agreement, which may make it impossible for the person to find employment in the sector or industry in the future. o) Early termination or cancellation of a contract for the supply of goods or services. p) Cancellation of a license or permit. q) Request for psychiatric or medical examinations.

- s) **"Internal Report"**: The written or oral communication of information about Violations under Legislative Decree 24/2023, submitted through the internal reporting channel;
- t) **"Follow-up"**: The action taken by the Whistleblowing Committee and/or any other body responsible for managing the reports to assess the existence of reported facts, the outcome of investigations, and any measures taken;
- u) **"Disciplinary System"**: The set of punitive measures applicable in case of substantiated Violations subject to Reporting;
- v) **"Violations"**: Behaviours, acts, or omissions that harm public interest or the integrity of the private entity, consisting of:
- i. Violations of national legal provisions: This category includes criminal, civil, administrative, or accounting offenses different from those specifically identified in the following categories.<sup>3</sup>
  - ii. Offenses underlying the application of Legislative Decree No. 231/2001, as well as violations of the organizational and management models provided for in the aforementioned Legislative Decree No. 231/2001, not attributable to violations of EU law as defined below. It is clarified that such violations do not constitute offenses underlying the application of Legislative Decree No. 231/2001 and pertain to organizational aspects of the adopting entity<sup>4</sup>.
  - iii. Violations of European regulations. These include:
    - j) Offenses committed in violation of EU regulations indicated in Annex 1 to Legislative Decree No. 24/2023 and all national provisions implementing them (even if not expressly listed in the said annex: offenses related to public contracts; services, products, and financial markets; prevention of money laundering and terrorism financing; product safety; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and data protection; and security of networks and information systems (for example, consider "environmental crimes" such as the discharge, emission, or other release of hazardous materials into the air, land, or water, or the illegal collection, transportation, recovery, or disposal of hazardous waste);
    - k) Acts or omissions harming the financial interests of the European Union (Article 325 of the TFEU combating fraud and illegal activities harming the financial interests of the EU) as identified in EU regulations, directives, decisions, recommendations, and opinions (for example, think of fraud, corruption, and any other illegal activities related to EU expenses);
    - l) Acts or omissions concerning the internal market that undermine the free movement of goods, persons, services, and capital (Article 26, paragraph 2, of the Treaty on the Functioning of the European Union - TFUE). This includes violations of EU competition rules, state aid regulations, corporate tax, and mechanisms aimed at gaining a tax advantage that undermines the purpose or objective of applicable corporate tax regulations.

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<sup>3</sup> This category of offenses is relevant exclusively for subjects in the public sector, as defined by Article 2, paragraph 1, letter p) of Legislative Decree 24/2023.

<sup>4</sup> The violations in question only concern entities that have adopted organizational and management models pursuant to Legislative Decree No. 231/2001.



- Acts or behaviours that undermine the purpose or objective of the provisions of the European Union in the sectors indicated in the previous points. Within this scope, practices such as those defined by the case law of the Court of Justice of the European Union, for example, abusive practices (illustratively, consider a company operating in a dominant market position).
- iv. It is specified that, given the objective scope of the regulations and the definition provided under letter v), as well as the sector in which the Company operates, the term "Violations" in this procedure shall exclusively refer to those specifically selected below:
  - i. Violations related to health and safety;
  - ii. Violation of product quality standards;
  - iii. Environmental violations;
  - iv. Contractual violations;
  - v. Violation of free competition among businesses;
  - vi. Violations in the tax and fiscal domain or related to anti-money laundering and self-money laundering laws.

## **5. THE REPORTS SUBJECT TO THIS PROCEDURE**

This procedure pertains to reports of violations, which may include:

- i. Information, including well-founded suspicions, concerning violations committed, of which the reporting party has become aware in the work context;
- ii. Information, including well-founded suspicions, concerning violations that, based on concrete elements, could be committed, and of which the reporting party has become aware in the work context;
- iii. Elements concerning conduct aimed at concealing such violations.

Not included among the reportable or denounceable violation information are news clearly lacking in foundation, information that is already entirely in the public domain, as well as information acquired only based on unreliable rumours or gossip (so-called "hearsay," as defined by the ANAC Guidelines approved by Resolution No. 311 of July 12, 2023).

## **6. SCOPE OF APPLICATION**

### **6.1. Corporate Scope**

This document applies to the Recipients as identified in the "Definitions" chapter in section 4.

The Reporting Management process outlined in this document does not refer to:

- i. Commercial communications;
- ii. Information of a purely denunciatory nature not related to violations as per Legislative Decree 24/2023;
- iii. Disputes, claims, or requests related to a personal interest of the Reporting Person or the person who filed a complaint with the judicial or accounting authority, exclusively concerning their individual employment relationships or pertaining to their employment relationships with hierarchically superior figures<sup>5</sup>.

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<sup>5</sup>The present procedure does not apply to reports: (i) of violations already mandatory under the acts of the European Union or national regulations indicated in Part II of the annex to Legislative Decree 24/2023 or those national regulations that constitute the implementation of acts of the European Union indicated in Part II of the annex to Directive (EU) 2019/1937, even if not specifically mentioned in the aforementioned Part II of the referred annex; and (ii) of violations related to national security, as well as contracts concerning defence or national security aspects, unless such aspects fall within the relevant derived law of the European Union.

In general, the Company encourages its employees to resolve any work-related disputes, whenever possible, through dialogue, including informal discussions with colleagues and/or their immediate supervisor. The application of provisions regarding employees' right to consult their representatives or unions, as well as protection against actions or unlawful acts arising from such consultations, remains unchanged.

## **6.2. Reporting Channels<sup>6</sup>**

### **6.2.1. Internal Reporting**

In accordance with the law, the Company - in consultation with RSA / RSU / OO.SS.<sup>7</sup> (workers' representatives) - has activated its internal reporting channel as per Legislative Decree 24/2023, ensuring the confidentiality of the identity of the reporting person, the involved person, and anyone mentioned in the report, as well as the content of the report and related documentation<sup>8</sup>.

The management of this channel is entrusted to the Whistleblowing Committee, currently composed of:

- Giovanni Fappani as Compliance Manager;
- Cinzia Costa as Data Processing Manager.

The committee members have been duly trained and authorized by the Company to process personal<sup>9</sup> data contained in internal reports. In case the report involves one of the committee members, refer to section 6.5 "Special Cases."

Reports can be made through the following methods<sup>10</sup>:

- i. In written form, electronically, through the platform accessible from the company website [www. Saria-ecb.it](http://www.Saria-ecb.it), or by sending an email to [compliance@saria-ecb.it](mailto:compliance@saria-ecb.it);<sup>11</sup>
- ii. In written form, by regular mail or express courier, addressed to the Whistleblowing Committee at ECB Company Srl, Via Calvenzano 10 – 24047 Treviglio, with the wording "confidential and personal";
- iii. Orally through a request for a direct meeting with the Committee scheduled within a reasonable timeframe. In such cases, with the consent of the reporting person, the internal report may be documented by the Committee through recording on a suitable device for preservation and listening, or by:
- iv. Drafting a specific transcript record. In case of record drafting, the reporting person can verify, correct, and confirm it through their signature;
- v. Upon request, the reporting person is also heard through a paper procedure by acquiring written observations and documents.

### **6.2.2. External Reporting**

The reporting person can also file an external report with the National Anti-Corruption Authority (ANAC), only in a residual manner and specifically, only if the following conditions are met:

- i. the internal reporting channel adopted by the Company is not active or is active but not in compliance with Legislative Decree 24/2023;

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<sup>6</sup> Legislative Decree 24/2023, in addition to the reporting or disclosure channels indicated by this procedure, also provides the involved person with the possibility of making a complaint to the judicial or accounting authority in any case.

<sup>7</sup> In order to gather any observations, the RSA / RSU / FAI-CISL, FLAI-CGIL, and UILA-UIL union organization has been consulted.

<sup>8</sup> Confidentiality, in addition to the identity of the reporter, is guaranteed for any other information or element of the report, the disclosure of which could directly or indirectly reveal the identity of the reporter.

<sup>9</sup> The authorization is deemed to be granted under Article 29 of Regulation (EU) 2016/679 and Article 2-quaterdecies of Legislative Decree 196/2003.

<sup>10</sup> Internal reports submitted to entities other than those mentioned in this procedure will be forwarded, within 7 days, to the competent entity, with simultaneous notification to the reporting person.

<sup>11</sup> It is declared that a specific impact assessment has been carried out regarding the risks to the rights and freedoms of reporters concerning the processing of their personal data. The logical-legal and technical instruments described in this Procedure for the submission, management, and retention of reports have been found suitable to ensure the confidentiality of the involved parties, as well as the correct and lawful processing of personal data carried out within the scope of the reports.

- ii. the internal report submitted according to the terms provided by this procedure has not received any follow-up;
- iii. the reporting person has well-founded and proven reasons to believe that, if an internal report were made, it would not be effectively followed up, or it may pose the risk of Retaliation;
- iv. the reporting person has good reason to believe that the violation may constitute an imminent or manifest danger to the public interest;
- v. if the conflict situation has not been regulated in the internal procedure, the manager of the report is in a conflict of interest situation regarding a specific report (for example, reported or reporting).

The external reporting channel established by ANAC ensures, similar to the aforementioned internal channel defined by the Company, the confidentiality of the identity of the reporting person, the content of the report, the involved person, and persons potentially involved in the report.

External reports are made in writing through the IT platform made available by ANAC on its website in the "Whistleblowing" dedicated section. The report can also be made orally through telephone lines or voice messaging systems, or upon the request of the reporting person, through a direct meeting scheduled within a reasonable time; the access methods to these channels and related instructions are specified by ANAC on its website.

### **6.2.3. Public Disclosure**

The reporting person is also guaranteed the possibility of making a Public Disclosure under one of the following conditions:

- i. the reporting person has previously made an internal and/or external report and has not received a response within the terms specified in this procedure regarding the measures provided or taken to follow up on the report;
- ii. the reporting person has good reason to believe that the violation may constitute an imminent or manifest danger to the public interest;
- iii. the reporting person has good reason to believe that the external report may carry the risk of Retaliation or may not be effectively followed up due to specific circumstances of the specific case, such as those in which evidence may be hidden or destroyed, or where there is a well-founded fear that the recipient of the report may be colluding with the author of the violation or involved in the violation itself.

### **6.3. Receipt and Analysis of Internal Reports**

Reports are handled, in the first instance, by the Committee, which treats internal reports received confidentially, adopting verification methods suitable for protecting the identity of the reporting person and those involved.

#### **6.3.1. Preliminary Verification**

All internal reports received are subject to verification by the Committee to understand whether the received communication is accompanied by the necessary information for preliminary verification of its validity and to initiate subsequent in-depth activities.

The Committee undertakes to provide the Reporting Person with an acknowledgment of receipt within 7 days of receiving the internal report. The Committee diligently follows up on the received reports, maintaining communication with the Reporting Person and requesting additional information or clarifications as needed.

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<sup>12</sup> Confidentiality is ensured even when the report is made through channels other than those provided by Legislative Decree 24/2023 or reaches personnel different from those responsible for handling reports, to whom it is promptly forwarded in any case. An external report submitted to a subject other than ANAC is transmitted to the latter within 7 days from the date of its receipt, with simultaneous notification of the transmission to the reporting person.

While ensuring the confidentiality of received information, during the preliminary verification activities, the Committee may seek support from other structures within the Company or specialized consultants, depending on the specific expertise required for the content of the reported issue (subject to compliance with confidentiality and provisions of Legislative Decree 24/2023).

Upon completion of the preliminary verification, the Committee may archive internal reports that are:

- i. not substantiated;
- ii. unable to provide a sufficiently detailed overview for further investigation to ascertain their validity;
- iii. manifestly unfounded.

During the investigative and verification phase, the Committee:

- i. ensures impartiality, fairness, and accuracy in the analysis and evaluation of internal reports;
- ii. ensures the confidentiality of collected information and the privacy of the Reporting Person's identity, if provided;
- iii. commits not to use internal reports beyond what is necessary to appropriately address them.

Without the express consent of the Reporting Person, the Committee cannot disclose the identity of the Reporting Person or any other information that may directly or indirectly reveal such identity to individuals other than (i) those competent to receive or follow up on reports and (ii) those responsible for implementing any subsequent activities<sup>13</sup>(individuals expressly authorized to handle such data in accordance with current privacy and personal data processing regulations).

#### **6.3.1.1. Reports that do not pass the preliminary verification**

Internal reports that do not pass the preliminary phase are archived by the Committee in the location where they were received or in a specific logical space or paper system that ensures the confidentiality of the Reporting Person's identity, accessible only to Committee members through encryption tools.

Confidentiality of such reports is ensured through the following provisions<sup>14</sup>:

- i. *creation of a shared folder with password-protected access limited to Committee members;*
- ii. *preservation of a paper copy in a locked cabinet.*

In any case, internal reports that do not pass the preliminary phase are reported in the subsequently described periodic report. Furthermore, the Committee records the internal report and the activities carried out following its receipt in the Report Book, always ensuring the confidentiality of the Reporting Person's identity and the individuals involved. The Report Book must be kept by the Committee and made accessible only to individuals authorized by the Company.

The Company provides feedback to the Reporting Person within a reasonable time (and, in any case, within a maximum of 3 months from the date of receipt acknowledgment of the report) regarding the failure to pass the preliminary phase. This is without prejudice to any further subsequent actions by the Company regarding the reasons for non-compliance.

Notwithstanding the provisions of the subsequent point 7 with regard to: (i) Reports proven to be unfounded made with intent or gross negligence; (ii) manifestly opportunistic and/or unfounded internal reports and/or made solely for the purpose of harming the accused or other individuals, and any other instances of improper use or intentional manipulation of the Company subject to this procedure, which may lead to disciplinary liability and other competent authorities. Therefore, when the criminal liability of the Reporting Person for the offenses of defamation or slander is established, or civil liability in cases of intent or gross negligence, the protections provided in this procedure are not guaranteed, and the Reporting Person may be subject to disciplinary sanctions (where applicable according to legal provisions).

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<sup>13</sup> Among these, by way of example: initiating the disciplinary procedure, as well as corrective actions aimed at preventing similar situations to those reported.

<sup>14</sup>It is stated that a specific impact assessment has been carried out regarding the risks to the rights and freedoms of the Reporting Persons concerning the processing of their personal data. The legal and technical tools described in this Procedure for the submission, management, and retention of reports have proven to be suitable for ensuring the confidentiality of the involved parties as well as the proper and lawful processing of personal data within the scope of the reports.

### 6.3.1.2. Reports that pass the preliminary verification

If the preliminary verification conducted by the Committee establishes that the internal report, adequately detailed and supported by evidence that allows for its validity, constitutes conduct that is subject to disciplinary action, the Committee takes the following actions:

a) provides immediate and reasoned information (via an anonymized report) to the functions/bodies responsible for enforcing the disciplinary and sanctioning system, as outlined in point 7 "Disciplinary and Sanctioning System," so that they can decide on the disciplinary action to be taken, in compliance with the principles of specificity, immediacy, and immutability of the charge, if the individuals involved are subordinate workers of the Company. In the exercise of their determination, these functions/bodies may conduct additional investigations and verifications, seeking the support of the Committee, which remains the sole interlocutor for the Reporting Person and ensures confidentiality. If, as a result of further investigations and verifications, these functions/bodies:

- i. consider the conduct not contestable, they immediately inform the Committee so that it can archive the report, recording it in the Report Book (with precise registration of all activities carried out) while ensuring the confidentiality of the Reporting Person's identity and the individuals involved;
- ii. consider the conduct relevant, they proceed with the necessary actions and, in the case of subordinate workers, with the corresponding disciplinary charge in accordance with the procedures of Article 7, Law 300/1970, and the National Collective Labor Agreement (CCNL). An appropriate privacy information notice under Article 14 of the GDPR must be provided to the individual involved, different from the person to whom the violation is attributed, within one month from the start of the processing.

b) informs the management body (**Board of Directors**) for evaluations within their respective competence, highlighting the subject of the report, the outcome of the investigation, any activation of the sanctioning system, and any corrective actions aimed at avoiding similar situations in the future<sup>17</sup>.

The Committee commits to process internal reports received within a reasonable time and provide Feedback on them (in the same methods used by the Reporting Person or, if specified differently, in the methods chosen by the Reporting Person) to the Reporting Person within three months from the date of the acknowledgment of receipt or, in the absence of such acknowledgment, within three months from the expiration of the seven-day period from the submission of the report.

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<sup>15</sup> For further details, reference is made to the provisions of Article 8.2 of this Regulation and Article

<sup>16</sup> Conditions for the protection of the reporting person" of Legislative Decree 24/2023. In such circumstances, disciplinary measures are applied in accordance with the provisions of Article 7 "Disciplinary sanctions" of Law 300 of 1970 (Workers' Statute) and the National Collective Labor Agreement (CCNL).

<sup>17</sup> As an example, the management body may impose a disciplinary sanction appropriate to the gravity of the matter and/or proceed with reporting to the competent judicial authority.

<sup>18</sup> This may involve communicating the closure of the case, initiating an internal investigation, and potentially the findings thereof, as well as the measures taken to address the raised issue, or referring the matter to a competent authority for further investigation.

## **6.4. Special Cases**

### **6.4.1. Reports Addressed to Committee Members**

If an internal report containing serious, precise, and consistent elements involves one or more members of the Committee, it must be transmitted to the Board of Directors. This can be done by delivering the documentation by hand to the Board of Directors or by sending it via registered mail with acknowledgment of receipt or express courier to the company's headquarters at Via Calvenzano 10 – 24047 Treviso, with the following wording: "*Confidential - Personal Attention of the Board of Directors.*"

The Board of Directors, after consulting the Board of Statutory Auditors, evaluates collegially whether the internal report is accompanied by the necessary information for a preliminary assessment of its validity and to initiate further investigation activities. The Board then proceeds with the investigation, utilizing corporate expertise and, if necessary, specialized consultants, always respecting the confidentiality mandated by regulations and the provisions outlined in this document. The investigation follows the process described in this procedure. The decision of the Board of Directors is formalized through a written resolution.

#### **6.4.1.1. Anonymous Reports**

The Company allows the Reporting Person to submit reports anonymously, provided they are detailed and contain sufficient elements to pass the preliminary verification. The Company will handle and retain anonymous reports according to the general criteria for storing reports described above, making it possible to trace the identity of the Reporting Person if they or the whistleblower communicate to the National Anti-Corruption Authority (ANAC) that they have suffered retaliatory measures due to that anonymous report or complaint. In cases of anonymous reporting, reporting to the judicial authority, or public disclosure, if the Reporting Person has been subsequently identified and has suffered retaliation, the protection measures provided in the case of Retaliation apply.

## **7. SANCTIONING AND DISCIPLINARY SYSTEM**

In cases where, from the investigations carried out, the violations reported in the internal report are found to be valid, the body/function responsible for activating the sanctioning system decides what type of penalty to impose on those who have committed the violation. Depending on the qualification of the individual involved and the legal and contractual classification of employees, the Disciplinary System is activated by:

- i. Governance/Operations Director or HR Director if the individual involved is a non-managerial employee;
- ii. Board of Directors if the individual involved is a manager or in relation to the dissolution or revocation of a collaboration agreement between a top manager and the Company;
- iii. Shareholders' Meeting if the individual involved is an Auditor;
- iv. Shareholders' Meeting if the individual involved is an Administrator;
- v. Board of Directors if the individual involved is a member of the Committee;
- vi. Governance/Operations Director if the individual involved is a third party.

The sanction must be proportionate and graduated based on the severity of the offense, in compliance with the applicable regulations at any given time. If the Reporting Person is jointly responsible for the violations, they receive preferential treatment compared to other co-responsible parties, compatible with the committed violation and applicable discipline. In any case, the protection guaranteed by Legislative Decree 24/2023 safeguards the employee from direct and indirect retaliatory reactions caused by their report and the application of subsequent disciplinary sanctions. However, it does not establish a generalized exemption for all disciplinary violations committed by the employee, alone or in collaboration with others.

In determining the sanction to be imposed, the Reporting Person's active repentance and collaborative efforts during the fact-finding phase may be considered. The identity of the Reporting Person and any other information from which their identity can be directly or indirectly inferred cannot be disclosed without their explicit consent. The free, specific, unequivocal, and informed consent of the Reporting Person will be collected in writing and kept by the Committee in the documentation related to the report.



During the disciplinary proceedings, the identity of the Reporting Person cannot be revealed if the disciplinary charge is based on separate and additional findings from the report, even if they stem from the same incident. If the charge is, wholly or in part, based on the report, and knowledge of the Reporting Person's identity is indispensable for the defence of the accused, the report can only be used in the disciplinary proceedings with the explicit consent of the Reporting Person for revealing their identity. The Committee, if not already obtained, collects consent from the Reporting Person, informing them, through written communication, of the reasons for the need to disclose their identity or other information that could potentially be inferred, to fully manage the report or for disciplinary proceedings, including the defence of the involved party.

In case of the Reporting Person's refusal to consent to the disclosure of their identity, the Committee archives the internal report without further action. This procedure does not affect the criminal and disciplinary liability of the Reporting Person in the case of false or defamatory reporting under the penal code and Article 2043 of the civil code.

Behaviours involving intent or gross negligence in making unfounded reports are also subject to sanctions. Any abuse of this procedure, such as manifestly opportunistic and/or unfounded internal reports, or reports made solely to harm the accused or other parties, and any other form of improper use or intentional instrumentalization of the Company under this procedure, is a source of disciplinary liability and may be subject to action in other competent forums.

Therefore, when the criminal liability of the Reporting Person for the offenses of defamation or slander is established, or civil liability in cases of intent or gross negligence, the protections provided in this procedure are not guaranteed, and the Reporting Person may be subject to disciplinary sanctions (where applicable according to legal provisions).

## **8. PROTECTION OF THE REPORTING PERSON AND APPLICATION OF PROTECTIVE MEASURES**

### **8.1. Non-Retaliation**

Any form of retaliation against the Reporting Person is strictly prohibited. According to the law, the prohibition of retaliation and, in any case, the protective measures provided by Legislative Decree 24/2023 apply to:

- a) Facilitators;
- b) Individuals within the same work context as the Reporting Person, those who have filed a report with the judicial or accounting authority, or those who have made a public disclosure and are connected to them by a stable emotional or familial relationship up to the fourth degree;
- c) Colleagues of the Reporting Person or the person who has filed a report with the judicial or accounting authority or made a public disclosure, working in the same work context and having a habitual and current relationship with that person.

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<sup>19</sup> This procedure also safeguards the identity of the involved person and individuals mentioned in the report until the conclusion of the proceedings initiated based on the report, in compliance with the same guarantees provided for the reporting person.

<sup>20</sup> For further details, please refer to the provisions outlined in Article 16 "Conditions for the protection of the reporting person" of Legislative Decree 24/2023.

d) Entities connected to the Reporting Person. This includes entities owned by the Reporting Person or the person who has reported to the judicial or accounting authority or who has publicly disclosed, as well as entities for which these individuals work.

The reasons that prompted the Reporting Person to report or disclose publicly are irrelevant for the purpose of their protection. As mentioned in the previous point 6.5.2, the conditions for protection also apply in cases of anonymous reporting (internal and/or external), reporting to judicial or accounting authorities, or public disclosure. This is applicable if the Reporting Person has been subsequently identified and faced retaliation. It also applies to reports submitted to institutions, bodies, and competent organizations of the European Union, following the conditions outlined in this procedure (and Article 6 of Legislative Decree 24/2023).

Retaliations in the work context against Reporting Persons must be reported to the ANAC, which will, in turn, inform the National Labor Inspectorate for actions within its jurisdiction. It is important that those who have suffered retaliation do not communicate it to entities other than ANAC to avoid compromising the protections provided by Legislative Decree 24/2023, foremost among them being confidentiality.

As outlined in the Regulation for the management of external reports and the exercise of ANAC's sanctioning power in implementation of Legislative Decree 24/2023, approved by resolution no. 301 of July 12, 2023, communications and reports that may lead to sanctioning proceedings governed by the mentioned Regulation are forwarded to ANAC through the platform available on the institutional website of ANAC (<https://www.anticorruzione.it/-/whistleblowing> - Section 5 of the Form). This platform uses encryption tools and ensures the confidentiality of the whistleblower's identity and the content of the communication and report, as well as the related documentation.

Acts taken in violation of the prohibition of retaliation are null and void, and the Reporting Person who has been dismissed due to the internal and/or external report, public disclosure, or denunciation to the judicial or accounting authority has the right to be reinstated in the workplace.

In the context of judicial, administrative, or other non-judicial proceedings aimed at ascertaining behaviours, acts, or omissions prohibited against the Reporting Person, it is presumed that these were carried out due to the internal and/or external report, public disclosure, or denunciation to the judicial or accounting authority. According to the law, the burden of proving that such conduct or acts are motivated by reasons unrelated to the internal and/or external report, public disclosure, or denunciation lies with the party who carried them out (e.g., Employer).

Furthermore, in the case of a compensation claim filed with the judicial authority by the Reporting Person, if they demonstrate that they made an internal and/or external report, public disclosure, or denunciation to the judicial or accounting authority and suffered damage, it is presumed, unless proven otherwise, that the damage is a consequence thereof.

According to the provisions of the ANAC Guidelines approved by Resolution no. 311 of July 12, 2023, not all subjects who are granted protection against retaliation can benefit from the reversal of the burden of proof. Specifically, excluded from this benefit are those subjects who - having a qualified connection with the Reporter, whistleblower, or public discloser - could suffer retaliation due to this connection.

These include Facilitators, individuals in the same work context, colleagues, and even legal entities in cases where they are owned by the Reporter, whistleblower, or public discloser, or entities where they work or entities operating in the same work context: for all these subjects, if they claim to have suffered retaliation or harm, the ordinary burden of proof rests upon them.

## **8.2. Conditions for the Application of Protection from Retaliation**

In accordance with the provisions of the ANAC Guidelines approved by Resolution no. 311 of July 12, 2023, the application of the protection regime against retaliation provided by the Decree is subject to the following conditions and requirements.

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<sup>21</sup> The judicial authority takes all necessary measures, including provisional ones, to ensure protection for the affected legal situation. This includes compensation for damages, reinstatement in the workplace, an order to cease the conduct carried out in violation of the prohibition of retaliation, and the declaration of nullity of acts adopted in violation of Legislative Decree 24/2023.



- The Whistleblower has reported, disclosed, or publicly disclosed based on a reasonable belief that the information about the reported violations is true and falls within the objective scope of application of Legislative Decree 24/2023.
- The report or public disclosure was made in compliance with the provisions of Legislative Decree 24/2023.
- There must be a consequential relationship between the report, disclosure, or complaint made and the retaliatory measures suffered.

### **8.3 Limitations of Liability under Article 20 of Legislative Decree 24/2023:\*\***

The Whistleblower is not punishable by law for revealing or disseminating information about violations covered by the duty of secrecy, other than that specified in Article 1, paragraph 3 of Legislative Decree 24/2023, or related to copyright protection or personal data protection.

The disclosure or dissemination of information about violations that harm the reputation of the involved or reported person is not punishable when, at the time of disclosure or dissemination, there were reasonable grounds to believe that it was necessary to reveal the violation.

The Whistleblower, the Company, or the reported person do not incur any responsibility, including civil or administrative liability, for the acquisition of information about violations or access to them unless the act constitutes a crime.

The Whistleblower and the Company are not exempt from criminal liability and any other liability, including civil or administrative, for behaviours, acts, or omissions not connected to the internal or external reporting, reporting to the judicial or accounting authority, or public disclosure, or that are not strictly necessary to reveal the violation.

## **9 RETENTION AND ARCHIVING**

The Committee is informed of any sanctions imposed following internal and external reports.

The competent corporate function (Human Resources Department) archives documentation related to the sanctioning and disciplinary process.

The Committee archives the documentation related to the internal report and its investigation in a dedicated logical space that ensures, through encryption tools, the confidentiality of the Whistleblower's identity, accessible only to Committee members. Any paper documentation and the internal Committee's Logbook must be kept by the Committee itself and made accessible only to individuals authorized by the Company.

Internal reports received are stored for the time necessary for their processing and, in any case, not exceeding five years from the date of the final outcome communication of the reporting procedure, in compliance with the confidentiality obligations of Legislative Decree 24/2023, and the principles of Article 5, paragraph 1, letter e) of Regulation (EU) 2016/679 and Article 3, paragraph 1, letter e).

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<sup>22</sup> Article 1, paragraph 3 of Legislative Decree 24/2023 states: "The application of national or European Union provisions on: a) classified information; b) forensic and medical professional privilege; c) secrecy of judicial deliberations remains unaffected.

<sup>23</sup> It is declared that a specific impact assessment has been carried out concerning the risks to the rights and freedoms of Whistleblowers with reference to the processing of their personal data. The logical-legal and technical tools described in this Procedure for the submission, management, and retention of Reports have been found suitable to ensure the confidentiality of the involved parties as well as the correct and lawful processing of personal data carried out within the scope of the Reports.

The Committee may still maintain a Register of Reports in which personal data related to the reporting person, individuals involved, identified as possible responsible parties for illicit conduct, as well as those who are variously involved in the internal report, must be anonymized.

## **10. REPORTING**

The Committee annually reports on the proper functioning of internal reporting systems to the Board of Directors, providing in its report aggregated information on the results of the activities carried out and the actions taken in response to internal reports received. In drafting this report, the Committee is required to comply with the regulations on the protection of the identity of the reporting person and the applicable data protection legislation.

## **11. ENTRY INTO FORCE AND TRANSMISSION OF THE PROCEDURE**

This procedure comes into effect on December 17, 2023, and is transmitted to the recipients in the following ways:

- via email to recipients with a company email;
- posted on company bulletin boards, in easily accessible locations;
- published on the company website [www.saria-ecb.it](http://www.saria-ecb.it), in the section dedicated to social responsibility;

For anything not provided for in this procedure, reference is made to Legislative Decree 24/2023.

Attached

**- Attachment 1 - Privacy Information - Reporting Person.**

For any further clarification, please refer to the ANAC guidelines <https://www.anticorruzione.it/-/whistleblowing> or contact the Committee at the email address: [compliance@saria-ecb.it](mailto:compliance@saria-ecb.it).

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<sup>24</sup> he storage of anonymized data does not violate the provisions of Article 12 of Legislative Decree 24/2023 regarding the retention periods for personal data and complies with what is stipulated in Article 5, paragraph 1, letter e), of Regulation (EU) 2016/679."