



WHISTLEBLOWING REPORTING PROCEDURE

Directive (EU) 2019/1937 of the European Parliament
and of the Council of 23 October 2019
and of Legislative Decree No. 24 of 10 March 2023.

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1. PURPOSE AND OBJECTIVES

Metal Work S.p.A. (hereinafter also the “Company”) has adopted the “Whistleblowing” system expected from Legislative Decree No. 24/2023, through which Italy has implemented the “Directive (EU) 1937/2019 concerning the protection of persons reporting breaches of Union law and provisions on the protection of persons reporting violations of national legislative provisions.” In line with the European Directive, Legislative Decree No. 24/2023 aims to strengthen the legal protection of individuals reporting violations of national or European legislative provisions that harm the interests and/or integrity of the public or private entity to which they belong or another entity with which the reporter has come into contact in the course of their work.

The purpose of this Procedure for the management of reports is to ensure the confidentiality of the identity of those reporting the occurrence of relevant unlawful conduct under Legislative Decree No. 24/2023, by establishing specific information channels suitable for receiving, analyzing, and processing such reports.

The goal of the tool is to enable the Company to prevent the occurrence of irregularities or unlawful activities within its organization or, in any case, regarding relationships that third parties have with the Company, by detecting deviant behaviors in a timely manner to remedy and correct them. It also aims to promote a culture of ethics, legality, and transparency within the organization and in its relationships.

2. NORMATIVE AND DOCUMENTARY REFERENCES

- Directive (EU) 1937/2019, concerning “protection of persons who report breaches of Union law”;
 - Regulation (EU) 2016/679, related to the “protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation)”;
 - Legislative Decree No. 231/2001, regarding the “Provisions on the administrative liability of legal persons, companies and associations, including those without legal personality”;
 - Legislative Decree No. 24/2023, “Implementation of Directive (EU) 1937/2019 concerning the protection of persons who report breaches of Union law and provisions on the protection of individuals reporting violations of national legislative provisions”;
 - ANAC Guidelines on the protection of persons reporting breaches of Union law and protection of individuals reporting violations of national legislative provisions – proce-
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dures for the submission and management of external reports;

- Guidelines for the construction of Organizational, Management, and Control Models, pursuant to Legislative Decree No. 231/2001, issued by Confindustria;
- Organizational, Management and Control Model pursuant to Legislative Decree No. 231/2001;
- Ethical code;
- Company policies and procedures;
- European Regulation 2016/679 (GDPR) and Privacy Code (Legislative Decree 196/2003 and subsequent amendments).

3. DISSEMINATION, COMMUNICATION, AND AWARENESS INITIATIVES

The dissemination of this Procedure takes place in accordance with regulatory requirements through various means, including posting in workplaces (i.e., bulletin boards) and publication on the company's website.

The Company also undertakes communication and training initiatives for personnel on the procedure through cultural promotion activities related to the whistleblowing discipline.

4. REPORTER, OTHER RELATED INDIVIDUALS, AND SCOPE OF PROTECTION

The term "Reporter" refers to the individual who makes the report or public disclosure (see below) about violations they have become aware of within the scope of their work context and/or work-related or professional activities carried out for the Company, as per Article 2, paragraph 1, letters g) and i) of Legislative Decree No. 24/2023.

In particular:

- employed persons;
- self-employed individuals, holders of collaboration agreements, freelancers, and consultants;
- volunteers and interns, whether paid or unpaid;
- shareholders and individuals with administrative, managerial, supervisory, oversight, or representational functions (even in fact).

The protections in favor of the Reporter (so-called "protection measures"), as outlined in the following paragraphs, also extend to the following individuals:

- facilitators (those who assist the Reporter in the reporting process);
 - individuals within the same work context as the Reporter, linked to them by a stable
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- emotional or family relationship;
- colleagues of the Reporter, linked to them by a habitual and current relationship;
- entities owned by the Reporter or for which the protected individuals work.

As provided by Article 3, paragraph 4 of Legislative Decree No. 24/2023, protection for the Reporter is guaranteed also in the following cases:

- a. when the legal (i.e., employment) relationship has not yet begun, if the information subject to the report was acquired during the selection process or in other pre-contractual phases;
- b. during the probationary work period;
- c. After the termination of the legal (i.e., employment) relationship, if the information subject to the report was acquired during the course of the relationship itself.

5. SUBJECT OF THE REPORT

The subject of the report includes violations of national or European legislative provisions and behaviours, acts, or omissions that harm public interest and/or the integrity of the Company, including:

- Offenses falling within the scope of European Union acts or national acts listed in the Annex to Legislative Decree No. 24/2023, offenses falling within the scope of national implementing regulations of European Union acts related to the sectors mentioned in the Annex to Directive 2019/1937 (public procurement; services, products and financial markets; prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiological protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and personal data; and security of networks and information systems).
- Acts or omissions harming the financial interests of the Union under Article 325 of the Treaty on the Functioning of the European Union (TFUE).
- Acts or omissions concerning the internal market.
- Acts or behaviours that undermine the purpose or objectives of the provisions of Union acts in the aforementioned sectors.
- Acts or omissions harming financial interests.

The report also covers conduct (or suspected conduct) that is unlawful under Legislative Decree No. 231/2001 or is not in compliance with the Ethical Code, policies, and procedures adopted by the Company.

The reported unlawful conduct must relate to situations directly known to the reporter in the

course of their employment, including information learned in connection with their official duties and any information acquired incidentally during work tasks.

Only detailed and well-founded reports based on facts directly observed by the reporter will be considered. Reports should not be based on assumptions or hearsay.

Furthermore, the reporting system cannot be used by the reporter for purely personal purposes, claims, or complaints, which, if applicable, fall under the more general discipline of the employment/collaboration relationship or relationships with superiors or colleagues, for which reference should be made to the procedures within the competence of the company structures.

The Supervisory Board (SB), as the entity designated to receive and examine reports – as further specified in paragraph 7 – will evaluate all received reports, taking appropriate initiatives at its reasonable discretion and responsibility within its competencies. The SB may listen to the author of the report and the person responsible for the alleged violation. Any subsequent decision will be justified.

Any disciplinary measures will be applied by the competent company entities, following the provisions of the disciplinary system of the Organization, Management, and Control Model of the Company.

5.1 ACTIONS, FACTS, AND BEHAVIOURS THAT CAN BE REPORTED

With the aim of assisting the reporter in identifying the events that can be the subject of a report, the following is a purely illustrative and non-exhaustive, or binding, list of relevant violations and/or conduct:

- violation of the Organization, Management, and Control Model, the Ethical Code, policies, and procedures adopted by the Company.
- offering money or granting other benefits to a public official or person in charge of public service as a reward for performing their duties (e.g., facilitating a procedure) or for carrying out an act contrary to their official duties (e.g., failure to issue a report for tax irregularities).
- behaviours aimed at hindering the activities of the Public Administration (e.g., failure to deliver documentation, submission of false or misleading information).
- promising or giving money, goods, services, or other benefits to corrupt suppliers or clients.
- accepting money, goods, services, or other benefits from suppliers/other parties in ex-

change for favors or unfaithful behaviors.

- illicit agreements with suppliers, consultants, clients, competitors (e.g., issuance of fictitious invoices, price-fixing agreements, etc.).
- forgery, alteration, destruction, or concealment of documents.
- irregularities in accounting, administrative, or tax compliance, or in the preparation of the Company's financial statements.
- falsification of expense reports (e.g., inflated reimbursements or false business trips).
- theft of money, valuables, supplies, or other assets belonging to the Company or clients.
- unauthorized disclosure of confidential information.
- computer fraud.
- behaviours aimed at obstructing gender equality in terms of rights, treatment, responsibilities, opportunities, and economic and social outcomes.
- offenses falling within the scope of European Union acts or national acts, or national acts implementing European Union acts in the fields of public procurement; services, products and financial markets; prevention of money laundering and terrorist financing; product safety and compliance; environmental protection.
- any other offenses as stipulated by regulations.

5.2 ACTIONS, FACTS, AND BEHAVIORS THAT CANNOT BE REPORTED

The whistleblowing system must not be used to offend or harm the honor and/or the personal and/or professional dignity of the person(s) to whom the reported facts refer, or to knowingly spread unfounded accusations.

In particular, by way of example and not exhaustively, it is therefore prohibited to:

- i. use insulting expressions;
 - ii. submit reports with purely defamatory or libelous purposes;
 - iii. submit reports of a discriminatory nature, related to sexual, religious, and political orientations or the racial or ethnic origin of the reported individual;
 - iv. submit reports made with the sole purpose of harming the reported individual;
 - v. any other actions not provided for by regulations.
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5.3 NOT RELEVANT REPORTS

The reports must be relevant to the scope of this Procedure. In particular, reports are considered not relevant if they:

- i. refer to reported individuals or companies that do not fall within the scope defined by this Procedure.
- ii. relate to facts, actions, or behaviours that are not subject to reporting under this Procedure.
- iii. exclusively pertain to aspects of the private life of the reported individual, without any direct or indirect connection to the work/professional activities carried out within the Company or in its relationships.
- iv. concern a dispute, claim, or request related to a personal interest of the reporting party.
- v. are incomplete and/or not detailed and verifiable as per the subsequent paragraph.
- vi. any other actions not provided for by regulations.

6. REPORT CONTENT

Reports must be detailed, verifiable, and complete with all the information necessary for ascertaining the facts and identifying the individuals responsible for the violations.

The reporting party is responsible for the content of the report.

In particular, the report must include at least:

- personal information of the reporting party, including their position or professional role.
- a clear and complete description of the illicit conduct being reported and the methods by which it came to the reporting party's knowledge.
- the date and location where the illicit conduct occurred.
- the name and role (title, professional position, or department where the activity is performed) that allow the identification of the individual(s) responsible for the reported facts.
- appropriate supporting documentation or any documents aimed at verifying the validity of the reported facts.
- Any other information useful for verifying the reported facts.

A report that does not reveal the identity of the reporting party is considered anonymous.

It is emphasized that the confidentiality of the reporting party's data is always guaranteed, as well as protection from any form of retaliation or discrimination.

7. PERSON IN CHARGE OF INTERNAL REPORTING MANAGEMENT

In order to effectively achieve the objectives of the current regulations and, consequently, safeguard the integrity of the Company and protect the whistleblower, the person in charge of managing reports is the SB (Supervisory Board appointed in accordance with Legislative Decree 231/2001) in the persons of its members.

The aforementioned individuals (hereinafter referred to as "responsible for reporting management") are equipped with specific training and ensure the requirement of autonomy (as per Article 4 of Legislative Decree 24/2023) for the management of the report.

8. INTERNAL REPORTING CHANNEL

In accordance with Legislative Decree 24/2023, reports can be made through the channels listed below, ensuring the confidentiality of the whistleblower's identity during the report management activities.

Reporting Methods

The Company has implemented a "whistleblowing" platform accessible from the corporate website, designed to ensure the confidentiality of the whistleblower's identity, any third parties mentioned in the report, as well as the content of the report and related documentation.

The data entered into the platform is segregated in the logical partition dedicated to the Company and subjected to a scripting algorithm before storage. Transport security is ensured by secure communication protocols.

At the end of the report entry, the platform provides a 12-character alphanumeric code, randomly and automatically generated by the computer platform, unreproducible, with which the reporter can at any time view the processing status of their report and interact through a messaging tool.

The report can only be viewed and managed by authorized individuals. Data retention is regulated by predefined deadlines with automatic reminders to the channel manager, who will proceed, upon expiration, with data deletion.

The platform complies with ISO 37002, EU Directive 2019/1937, and the General Data Protection Regulation (GDPR).

Access to the platform is not allowed for unauthorized individuals.

9. EXTERNAL REPORTING CHANNEL

In cases provided for by regulations, the reporter may also make an external report.

In this case, the recipient of the report will be the National Anti-Corruption Authority (ANAC), which activates and manages an external reporting channel.

The regulations allow for external reporting in the following circumstances:

- an internal report has already been made, and it has not been followed up.
- there are well-founded reasons to believe that if an internal report were made, it would not be effectively pursued, or that the same report could be a cause of retaliation/discrimination.
- There is a well-founded reason to believe that the violation could constitute an imminent or blatant danger to public interest.

Guidelines regarding the procedures for the submission and management of external reports are available on ANAC's website.

10. PUBLIC DISCLOSURES

The reporter, according to Article 15 of Legislative Decree 24/2023, is also protected when making a so-called "public disclosure" of information about violations through the press, electronic media, or any means of dissemination capable of reaching a large number of people, as per Article 2, paragraph 1, letter f), Legislative Decree 24/2023.

Protection for the reporter making a public disclosure is ensured only if, at the time of the disclosure, one of the following conditions is met:

- the reporter has previously made an internal and external report or has directly made an external report, under the conditions and procedures specified by the regulations, but has not received a response within the stipulated timeframe.
 - the reporter has reasonable grounds to believe that the violation could constitute an im-
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minent or blatant danger to public interest.

- the reporter has reasonable grounds to believe that the external report may entail the risk of retaliation or may not have an effective follow-up due to the specific circumstances of the case, such as those in which evidence may be concealed or destroyed, or where there is a well-founded fear that the recipient of the report may be colluding with the perpetrator of the violation or involved in the violation itself.

11. REPORTING OF ILLICIT CONDUCT

All reports and information related to actions, investigations, and subsequent resolutions must be recorded and preserved in accordance with legal requirements.

To this end, in the case of reporting illicit conduct, the process involves:

i. SUBMISSION OF THE REPORT

- anyone with a reasonable suspicion of the occurrence or possibility of illicit behaviour can submit a report through the aforementioned channels.

ii. RECEIPT OF THE REPORT

- those responsible for managing the report send a receipt notice to the reporter within seven days of receipt and ensure a reasonable deadline to provide feedback on the outcome of the internal investigation, not exceeding three months from the date of sending the receipt notice.
- the individuals managing the report maintain communication with the reporting person.
- the individuals managing the report follow up correctly on the reports received. In particular, correct follow-up implies, first of all, in compliance with reasonable deadlines and data confidentiality, an assessment of the existence of the essential requirements of the report to evaluate its admissibility and therefore be able to grant the reporter the expected protections.
- during this phase, the individuals managing the report may archive reports that are evidently unfounded due to the lack of factual elements justifying inquiries, reports with generic content that does not allow understanding of the data, reports of misconduct accompanied by inappropriate or irrelevant documentation, and reports that are not relevant or prohibited under this Procedure.
- If the reported information is not adequately detailed, the individuals managing the report may request additional details from the reporter through the dedicated channel, or even in person, if the reporter has requested a direct meeting.

iii. INVESTIGATION PHASE

- Once the admissibility of the report is assessed, the individuals managing the report, entrusted with overseeing the reporting channel, initiate an internal investigation into the reported facts or conduct to assess their existence.

iv. OUTCOME OF THE INTERNAL INVESTIGATION

- Upon completion of the investigation, the individuals managing the report provide feedback, giving an account of the measures planned, adopted, or to be adopted to address the report and the reasons for the chosen course of action. In any case, the individuals managing the report inform the reporter of the outcome within the aforementioned three-month period from the date of the receipt notice or, in the absence of such notice, within three months from the expiration of the seven-day deadline from the submission of the report.

12. PROTECTION OF THE PRIVACY OF THE REPORTER, OF PERSONS REPORTED OR INVOLVED, AND OF OTHER PARTIES

In the case of an internal or external report, it is the responsibility of the individuals managing the report to ensure the confidentiality of the reporter from the moment the report is taken into consideration, even in cases where it may later prove to be incorrect or unfounded. Legislative Decree 24/2023, with the aim of extending protections as much as possible, has recognized that confidentiality should also be ensured for persons reported or otherwise involved and for other individuals besides the reporter.

As stipulated by the mentioned Decree, the obligation of confidentiality extends not only to the name of the reporter and the aforementioned individuals but also to any other information or element, including attached documentation, from which their identity can be directly or indirectly inferred.

Privacy protection must also be ensured in judicial and disciplinary contexts. In particular, within the disciplinary proceedings initiated by the Company against the alleged perpetrator of the violation, the identity of the reporter cannot be disclosed if the disciplinary charge is based on separate and additional findings from the report, even if stemming from it. In cases where the identity of the reporter is deemed essential for the defense of the individual accused of the disciplinary charge, it can be disclosed only with the explicit consent of the reporter.

The confidentiality of the reporter may not be respected, however, in the following situations:

- there is explicit consent from the reporter to disclose their identity.

- the reporter has been criminally convicted in the first instance for offenses such as slander or defamation, or for offenses committed through the report, or their civil liability for the same reasons in cases of intent or gross negligence.
- anonymity is not legally enforceable, and the identity of the reporter is requested by the Judicial Authority in relation to investigations (criminal, tax, or administrative investigations, inspections by supervisory bodies).

13. TREATMENT OF PERSONAL DATA OF THE REPORTER

The Company is the data controller pursuant to Regulation (EU) 2016/679, known as GDPR, and provides specific privacy information in this regard. The personal data of reporters, those reported, and all individuals involved in the report are processed solely for the purpose of fulfilling the legal obligations outlined in this Procedure, and in any case, in compliance with the provisions of Regulation (EU) 2016/679 and the Privacy Code and their subsequent amendments. The processing is carried out using manual, computerized, and telematic tools in a manner that ensures the security and confidentiality of the data in full compliance with legal provisions and regulations.

The identity of the reporter cannot be disclosed to individuals other than those competent and authorized to receive or follow up on reports (those responsible for managing the report) without their explicit consent. In accordance with Articles 6 and 7 of the GDPR, to use the identity of the reporter and any other information from which their identity can be directly or indirectly inferred, for reasons expressly provided in Article 12 of Legislative Decree 24/2023, the data controller, through specifically authorized individuals such as those responsible for managing the report, is obligated to request the whistleblower's explicit consent for the processing of personal data for the specific purpose.

14. PROHIBITION OF RETALIATION OR DISCRIMINATION AGAINST THE REPORTER

Any form of retaliation or discriminatory measures, directly or indirectly related to the report, is not allowed or tolerated against the reporter.

Discriminatory measures include, for example, unwarranted disciplinary actions and any other form of retaliation that results in intolerable working conditions.

If the recipient of any discriminatory measures believes to have been a victim of behaviour prohibited by this Procedure, they can inform the individuals managing the report. In the event that it is determined that the recipient has been a victim of prohibited conduct, appro-

appropriate corrective measures will be taken to restore the situation and/or remedy the negative effects of discrimination or retaliation. Additionally, disciplinary proceedings against the perpetrator of discrimination will be initiated.

15. REPORTER'S RESPONSIBILITY

This Procedure does not affect the responsibility, including disciplinary responsibility, of the reporter in the case of false or defamatory reporting, as well as reporting done with intent or gross negligence regarding facts not corresponding to the truth.

According to Article 21, paragraph 1, letter c) of Legislative Decree 24/2023, ANAC can impose a monetary penalty ranging from 500.00 to 2,500.00 euros on the reporter if their civil responsibility is established for offenses of slander and defamation, based on intent or gross negligence.

Additionally, disciplinary responsibility may arise from any form of abuse of this Procedure, such as clearly opportunistic reports and/or reports made solely for the purpose of harming the reported party and/or other individuals. Any other instances of improper use or intentional manipulation of the institution covered by this Procedure are also sources of responsibility in disciplinary proceedings.

16. TRACEABILITY AND ARCHIVING

The Company takes precautions for the preservation of information and documentation related to the reporter's identity and the contents of the report, in accordance with Article 14 of Legislative Decree 24/2023.

Internal reports and related documentation are retained for the time necessary for processing the report, but not exceeding five years from the date of communication of the final outcome of the reporting procedure, in compliance with the confidentiality obligations stipulated in Article 12 of the aforementioned Decree.

In the case of oral supplementation of the report, preservation must be ensured in accordance with Article 14 of Legislative Decree 24/2023, particularly:

- When, at the reporter's request, the report is made orally during a meeting, it, with the reporter's prior consent, is documented either through recording on a suitable device for preservation and listening or through a written record. The reporter must verify and confirm the written record through their signature.

This Procedure, drafted in compliance with the requirements set forth by current regulations and the values of the Code of Ethics, constitutes an integral part of the Organization, Management, and Control Model adopted by the Company.