

**PROCEDURE FOR THE  
MANAGEMENT OF REPORTS  
(*WHISTLEBLOWING*)**

**Industrie Celtex S.p.A.**

## **1. Purpose**

The purpose of this procedure is to regulate the methods for reporting offences or irregularities within the company with the aim of protecting the whistleblower and the other persons involved.

Further objectives of this Whistleblowing Procedure can be summarised as follows:

- to define and formalise responsibilities in the process of reporting offences;
- to lay down the rules that must be observed in order to guarantee the confidentiality of the whistleblower and of the other parties involved;
- to specify the role and tasks of the person in charge of handling the reports;
- to promote, within the Company, a culture based on responsibility and ethics, in the belief that the active participation and involvement of all employees/collaborators is a fundamental part of the Company's development process;
- to enable the Company to be promptly informed of actions or conduct contrary to the ethical principles pursued, in order to promptly intervene, and to identify and manage possible deficiencies in the internal control and risk management system.

### **1.1. REFERENCE LEGISLATION**

This procedure refers to the new (It.) Legislative Decree No. 24 of 10/03/2023 implementing Directive (EU) 2019/1937 on the protection of persons who report breaches of Union law.

The ANAC [Italian Anti-Corruption Authority] document "Guidelines on the protection of persons who report breaches of Union law and the protection of persons who report breaches of national laws. Procedures for the submission and management of external reports.", approved by the ANAC with Resolution No. 311, was also taken into account for the purposes of drafting this procedure.

Reference was also made to the "Operational Guidelines for Private Entities" issued by Confindustria in October 2023.

## 2. Scope/Addressees

The procedure applies exclusively to **Industrie Celtex S.p.A.** (hereinafter also “Celtex” or “the Company”).

This procedure applies to reports within the scope of the standard.

**Industrie Celtex S.p.A.** falls within the scope of (It.) Legislative Decree no. 24/2023 for private entities with an average of more than 50 employees in the previous year and which have adopted an Organisational Model pursuant to (It.) Legislative Decree no. 231/01; for this case, the breaches reported must relate to:

- Illegal conduct relevant under (It.) Legislative Decree no. 231/2001, violations of the organisation and management models provided for in (It.) Legislative Decree no. 231/2001, for which only the internal channel set up by the Company may be used;
- offences falling within the scope of the European Union or national acts indicated in the annex to (It.) Legislative Decree no. 24/2023 (public procurement, prevention of money laundering and terrorist financing, product safety and compliance, consumer protection, protection of privacy and personal data and security of networks and information systems, etc.);
- acts or omissions constituting fraud (or other illegal activity) affecting the financial interests of the European Union;
- acts or omissions concerning the EU internal market (e.g., competition and state aid violations, etc.);
- acts or conduct that, in any way, frustrate the object or purpose of acts of the European Union in the areas mentioned above.

If the subject of the report does not fall within the above-mentioned cases, the structure identified for the management of the reports referred to below must promptly forward it to the Human Resources Department.

On the subjective side, pursuant to (It.) Legislative Decree no. 24/2023 this procedure applies to:

- Employees;
- Self-employed persons working in the private sector;
- Freelancers and consultants working in the private sector;
- Paid and unpaid volunteers and trainees working in the private sector;
- Shareholders and persons in administrative, management, supervisory or representation posts.

For all the above persons, the protection also applies during the probationary period and before or after the establishment of the employment or other legal relationship.

Given the purposes of this procedure, the confidentiality of the identity of the whistleblower and of all persons involved is guaranteed from the moment of the report’s receipt and at each subsequent stage of its handling. For more details on the topic of confidentiality protection, please refer to Annex 1.

### 3. Definitions

#### **a) *Whistleblowing Procedure***

Procedure for the management of reports as defined below.

#### **b) *Internal Channel***

Internal reporting channel set up by the Company, capable of guaranteeing the confidentiality of the identity of the whistleblower and of the person to whom the report refers, as well as that of the report's content and of the related documentation.

#### **c) *Whistleblower***

The natural person who reports information on breaches acquired in the context of his or her work: this includes all persons who are even only temporarily in a working relationship with **Industrie Celtex**, even if they do not have the status of employee (such as volunteers, trainees, whether paid or unpaid) and, under certain conditions, those who do not yet have a legal relationship with **Industrie Celtex** (in pre-contractual negotiations) as well as those whose relationship has ended or who are on probation.

#### **d) *Facilitator***

The natural person assisting the whistleblower in the reporting process, operating within the same work context and whose assistance must be kept confidential (by way of example: a colleague in a different Office from the whistleblower's who assists the whistleblower in the reporting process on a confidential basis, i.e. without divulging the information learned, or a colleague who also holds the status of trade unionist if he or she assists the whistleblower in his or her name and on his or her behalf, without using the trade union's initials).

#### **e) *Reported/involved person***

The natural or legal person mentioned in the internal report or as the person to whom the breach is attributed or as the person otherwise implicated in the reported breach.

#### **f) *Report Management Structure (RMS)***

Autonomous internal person or office dedicated to the handling of reports, or external entity, also autonomous.

#### **g) *Report***

Pursuant to the provisions of Art. 2 of (It.) Legislative Decree no. 24/2023, a report means a written or oral communication containing information on the reported breach.

#### **h) *External channel at the ANAC [Italian Anti-Corruption Authority]***

Those who wish to make a report may resort, as an alternative to the internal channel set up by the Company, to the external channel managed by the ANAC, if the following conditions are met:

- when the internal channel, although compulsory, is not active or, even if activated, does not comply with the provisions of (It.) Legislative Decree no. 24/2023 with reference to the subjects and methods for submitting internal reports, which must be able to guarantee the confidentiality of the whistleblower's identity and of the identity of other protected persons;

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- when the whistleblower has already made an internal report and it has not been followed up by the designated person or office;
- when the whistleblower has reasonable grounds to believe, on the basis of the concrete circumstances attached and information actually obtainable and, therefore, not on mere conjecture, that, if he or she were to make an internal report: **a)** it would not be effectively followed up; **b)** it might entail the risk of retaliation;
- when the whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

### **i) Public disclosure**

A further reporting modality introduced by (It.) Legislative Decree no. 24/2023, through which information on violations is brought into the public domain through the press or electronic media or otherwise through means of dissemination capable of reaching a large number of people (social networks, web, television, radio, etc.).

### **j) Conflict of interest**

The term “conflict of interest” means any situation in which the departments involved in the handling of reports (Head of Investigation) have personal or professional interests that conflict with the impartiality required for the performance of their tasks, such that they do not allow the objective assessment of the report.

**k) Confidentiality of the report’s content and of the identity of the whistleblower and of the other persons involved** Industrie Celtex guarantees the confidentiality not only of the identity of the whistleblower and of all the persons who enjoy the same protections, but also of any other information or element of the report from which the identity of the whistleblower could be directly or indirectly deduced.

### **l) Protection of privacy**

This whistleblowing procedure has been drawn up with the aim of protecting the privacy of those involved in reporting, in compliance with the principles enshrined in the GDPR.

### **m) Supervisory Body (SB)**

Envisaged by Art. 6 of (It.) Legislative Decree no. 231/2001, it is the body responsible for supervising the functioning of and compliance with the Organisation, Management and Control Model, as well as its update.

## 4. Preliminary operational activities

### 4.1 Introduction

**Industrie Celtex S.p.A.** has adopted this procedure in order to ensure respect for legality and the principles of fairness and transparency, as well as for the confidentiality of the persons and the content of the report.

### 4.2 Identification of the Report Management Structure

In the light of Art. 4, paragraph 2 of (It.) Legislative Decree no. 24/2023, **Industrie Celtex S.p.A.** has identified the Chairman of the Single-Member Supervisory Body as the Report Management Structure (henceforth RMS).

**4.3 Identification of the methods for submitting reports adopted by Industrie Celtex S.p.A.** In this procedure, **Industrie Celtex** envisages the following forms through which reports can be made:

#### (a) IT platform

As far as the IT channel is concerned, the Company has chosen to adopt a dedicated platform, *Whistleblower Software*, accessible at the following link:

<https://whistleblowersoftware.com/secure/industrieceltex> For the specific ways of sending reports, please refer to the document attached to this procedure (Ann.2).

#### (b) Written form - traditional mail

The whistleblower may send the report by traditional mail; for the RMS to ensure proper handling, the whistleblower must use three sealed envelopes:

- the first one with the identification data of the whistleblower himself or herself, together with a photocopy of his or her identification document;
- the second with the report, so as to separate the identification data of the whistleblower from the report;
- the third which must contain the first two envelopes and must bear the following address:

**Chairman of the Supervisory Board**  
c/o **Industrie Celtex S.p.A.**  
via dei Sandroni, 22  
55011 – Altopascio (LU)

**“REPORT - CONFIDENTIAL”**

#### (c) Oral form - meeting request

The whistleblower may request an in-person meeting with the RMS to describe the reportable event. In this case, he or she must request the meeting by sending an e-mail to the address of the Chairman of the Supervisory Body:

**[presidente.odvceltex@libero.it](mailto:presidente.odvceltex@libero.it)**

The statements made by the whistleblower during the meeting will be minuted by the RMS (or the support staff identified and instructed for this purpose) and the minutes will be signed by the

whistleblower, subject to the latter's consent. Any documents produced by the whistleblower will be attached to the report.

It should be noted, as specified in Annex 2 of this procedure, that the whistleblower has the option of issuing unencrypted voice messages via the platform adopted by the Company.

The report, notwithstanding the form chosen, is registered confidentially by the RMS.

Whatever form the whistleblower has chosen to communicate the report, the Company guarantees the confidentiality of the identity of the whistleblower, that of the person involved and of the person however mentioned in the internal report, as well as the confidentiality of the content of the internal report and of the related documentation.

**Industrie Celtex** undertakes to protect the confidentiality of the whistleblower even when the report is made by means other than those established in accordance with (It.) Legislative Decree no. 24/2023 or to parties other than the RMS.

#### **4.4 Specifying the means of handling anonymous reports**

Reports from which the identity of the whistleblower cannot be established are considered anonymous.

Anonymous reports are treated as ordinary reports if they are substantiated. If the Report Management Structure of **Industrie Celtex** receives anonymous reports through the prescribed forms of communication, they will be considered as ordinary reports.

In cases of anonymous reporting, if the whistleblower person is subsequently identified and retaliated against, the protection measures for retaliation shall also apply.

#### **4.5. Reports sent to a non-competent person**

In the event that the report is submitted to a person other than the RMS identified and authorised by **Industrie Celtex**, the report must be forwarded by said person, within seven calendar days of its receipt, to the RMS in the ways envisaged by paragraph 4.3, giving simultaneous notice of the action to the whistleblower.

#### **4.6. Conflict of interest**

It is the responsibility of the RMS to assess and manage any conflict of interest situations that may arise in the management of the preliminary investigation and subsequent stages, in accordance with the guidelines set out in the following paragraphs.

If the whistleblower believes that a conflict of interest situation may exist with respect to the RMS, he or she may request a meeting with the Chairman of the Board of Statutory Auditors, addressing the request to:

**Chairman of the Board of Statutory Auditors**  
c/o **Industrie Celtex S.p.A.**  
via dei Sandroni, 22  
55011 – Altopascio (LU)

**"REPORT - CONFIDENTIAL"**

## 5. Procedure flow

### 5.1 Prerequisites

This procedure presumes that:

- The whistleblower acts in good faith. A whistleblower who voluntarily makes a report in bad faith may be subject to disciplinary measures (e.g. precautionary sanctions, dismissal, termination of the contractual relationship, actions for damages, etc.);
- The Report Management Structure shall deal objectively, impartially and confidentially with the whistleblower and with the reported person, involving only the Head of Investigation, as defined in this procedure.

### 5.2 Sending and monitoring a report

For the purposes of sending reports, the whistleblower party shall use the ways and tools provided for by the Internal Channel set up by the Company. At this stage, the whistleblower may be assisted by the facilitator, where one has been identified.

The reports must be:

- in good faith: the whistleblower is reasonably certain of the truthfulness of what he or she is reporting, i.e. he or she is not prejudiced and/or does not intend to cause harm to anyone and/or to obtain personal benefits.
- circumstantiated: they must make it possible to identify objective elements that are reasonably sufficient to initiate an investigation, e.g. they must contain:
  - ✓ the description of the fact;
  - ✓ the particulars or other elements enabling identification of the person to whom the reported facts may be attributed
  - ✓ the circumstances of time and place in which the event being reported occurred;

It is also useful to attach documents that may provide evidence of the facts being reported, as well as an indication of other persons potentially aware of the facts.

### 5.3 Management of the reports received

The report management phase is overseen by the RMS and consists of four sub-phases:

- Pre-analysis;
- Preliminary investigation;
- Evaluation and final outcome ;
- Archiving.

### 5.4 Pre-analysis of the reports

When the Report Management Structure receives a report, it assesses its contents by carrying out an initial screening and immediately detects those that are manifestly unfounded, unsubstantiated, concerning an irrelevant subject, slanderous and/or insulting.

In any case, no later than the **seventh day** after receipt of the report, the RMS shall notify the whistleblower of its receipt.

It will be the responsibility of the RMS to ensure that the reports' contents are processed in accordance with the principle of minimisation of processing as set out in the GDPR.

### 5.5 Processing of the reports

The preliminary investigation is the set of activities aimed at verifying the content of the reports received and acquiring useful elements for the subsequent assessment phase, while ensuring the utmost confidentiality on the identity of the reported person and of the other persons involved, and on the subject of the report. The Report Management Structure may, if it deems it necessary, avail itself of the collaboration of the Human Resources Department<sup>1</sup> and of external competent figures according to the subject of the report. If the Report concerns violations of the Organisational Model, the RMS will also involve the other two members of the Supervisory Body in the investigation.

In carrying out the preliminary investigation, the Report Management Structure, or any duly authorised persons working in support of it, may:

- contact the whistleblower on a confidential basis, and request any additional documents and/or information;
- discontinue the investigation if the report is found to be unfounded.

### 5.6 Evaluation and final outcome of the reports

The Report Management Structure makes its own assessments of the outcome of the preliminary investigation. The RMS summarises the results of its investigation in a specific report that is forwarded to the Board of Directors or, in the event of a conflict, to the Board of Statutory Auditors. For reports concerning the Organisational Model, the report is always also shared with the other two members of the Supervisory Body. If the report turns out to be well-founded, the competent corporate bodies may decide on the application of the disciplinary measures envisaged by the Sanctions System (also covered by the Model 231) and/or assess the possible communication of the events to the competent authorities.

In the event that the report proves to be unfounded, the competent corporate bodies may assess the possibility of applying the disciplinary measures envisaged by the Sanctions System (also provided for in the 231 Model) to the whistleblower who acted in bad faith.

If a report reveals gaps in the risk management and control system, it will be up to the competent business units to identify the appropriate improvement actions.

The Report Management Structure must inform the whistleblower of the status of the investigation within 3 months of the report being handled.

This procedure is schematically represented in the attached “Flow” (Ann. 3).

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<sup>1</sup> In the event that the RMS recognises a possible conflict of interest, it may alternatively refer the matter to the General Manager of the Company.

## 6. How personal data protection is managed

The data controller of the personal data relating to the Whistleblowing Procedure is **Industrie Celtex S.p.A.**, which will process the personal data of all the persons involved in the report in compliance with the principles established by the GDPR, providing appropriate information to the persons concerned pursuant to Articles 13 and 14 of the GDPR, as well as taking appropriate measures to protect the rights and freedoms of the data subjects.

In the management of reports, and of the related procedure, the Data Controller is assisted by the RMS, and by the internal structures identified for the management of the preliminary investigation. Specifically, the RMS and the internal subjects involved in the preliminary investigation operate subject to the specific authorisation of the Controller and on the basis of the instructions issued thereby. The personal data relating to the receipt and handling of reports shall be processed in accordance with the principles set out in Articles 5 and 25 of Regulation (EU) 2016/679, by providing appropriate information to the whistleblowers and to the persons concerned pursuant to Articles 13 and 14 of Regulation (EU) 2016/679, and by taking appropriate measures to protect the rights and freedoms of the data subjects

The company ensures that the handling of reports and the related data processing for privacy purposes is therefore carried out in compliance with the applicable legal provisions, taking into account the principles of the European Privacy Regulation 2016/679 (GDPR). Specifically, throughout the procedure, **Industrie Celtex** guarantees that it will:

- provide the whistleblower and other actors involved with all appropriate information on the processing of personal data;
- process personal data in full compliance with the GDPR;
- carry out a specific impact assessment (DPIA) on the processing operation in question;
- identify appropriate technical and organisational measures to ensure an adequate level of security;
- regulate relations with external parties involved in personal data processing;
- not process and/or store personal data that are manifestly not useful for processing the report.

With regard to managing the exercise of the data subjects' rights, European data protection law envisages that, in certain specific cases, national law may limit the scope of the obligations of the data controller and the rights generally granted to the data subjects with regard to their personal data provided for in CHAPTER III of Regulation (EU) 2016/679 (Art. 23 of Regulation EU 2016/679).

As stated in Art. 13 para. 3 of (It.) Legislative Decree no. 24/2023, there is a limitation of the rights of data subjects under Article 2-undecies of (It.) Legislative Decree of 30 June 2003, no. 196; this limitation applies because the exercise of such rights could result in actual and concrete prejudice to the confidentiality of the identity of the whistleblower and of any persons involved/concerned in the report.

Therefore, the whistleblower may exercise his or her right of access to his or her data, of rectification or supplementation, of erasure and of restriction of the processing in the same way as he or she made the report. The whistleblower, pursuant to Art. 77 of Regulation (EU) 2016/679, also has the right to lodge a complaint with the Data Protection Authority if he or she considers that the processing violates the aforementioned Regulation.

The exercise of the rights set out in CHAPTER III of Regulation (EU) 2016/679 by other data subjects, such as the reported person or other involved persons, may be delayed, limited or excluded where such exercise would result in actual and concrete prejudice to the confidentiality of the identity of the whistleblower as provided for in Article 2-undecies, letter f of (It.) Legislative Decree of 30 June 2003, no. 196 (implementing Article 23 of Regulation EU 2016/679).

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In such cases, they may exercise the aforementioned rights through the Italian Data Protection Authority in the manner set out in Article 160 of (It.) Legislative Decree of 30 June 2003, no. 196.

For further information on the processing of personal data, please read the information notice on whistleblowing (Ann.4).

## 7. Prohibition of retaliation, sanctions and liability regime

Whistleblowing is a measure to strengthen the dissemination of a culture of ethics, transparency and legality within **Industrie Celtex**. This important objective can only be achieved if the whistleblower person not only has the availability of tools to make reports, but also, and above all, the certainty that he or she will be protected so as not to suffer retaliation by colleagues or superiors or to risk that his or her report goes unheeded.

For these reasons, (It.) Legislative Decree no. 24 and **Industrie Celtex S.p.A.** explicitly envisage a prohibition of retaliation to protect the whistleblower and the other persons foreseen by the rule, even if the retaliation is only attempted or threatened, and causes or may cause the person/entity, directly or indirectly, unjust damage.

However, in order for retaliation to occur and, consequently, for the person to benefit from protection, there must be a close link between the report and the unfavourable conduct/act/omission suffered, directly or indirectly, by the whistleblower.

However, in order for retaliation to occur and, consequently, for the person to benefit from protection, there must be a close link between the contents of the report and the retaliatory action suffered.

Conversely, for the purposes of protection, the personal and specific reasons that prompted the individuals to make the report, public disclosure or complaint are of no relevance. In the absence of compliance with these general conditions, protection cannot be granted even to persons other than the person making the report, filing an official complaint and making public disclosure if, by reason of their role in the reporting/whistleblowing process and/or of the particular relationship between them and the reporting or whistleblower, they are indirectly subject to retaliation.

The Company, in adopting this procedure, is aware of the administrative sanctions applicable by the ANAC pursuant to Art. 21 of (It.) Legislative Decree no. 24/2023.

Disciplinary sanctions shall also be applicable to the whistleblower in the event of reports found to be unfounded, made with malice or gross negligence, or those that are manifestly opportunistic and/or made with the sole aim of harming the person reported or other persons.

The disciplinary sanctions will be proportionate to the extent and seriousness of the misconduct ascertained and may also lead to the termination of the relationship, in compliance with the applicable legal provisions and regulations of the National Collective Bargaining Agreement.

The Report Management Structure may also be subject to contractual sanctions, if there has been a deficiency in the application of confidentiality measures or a failure to assess the report.

All established violations of the measures to protect the whistleblower are similarly sanctioned.

## 8. Training

The Report Management Structure of **Industrie Celtex S.p.A.** has been adequately trained to manage whistleblowing in accordance with the principles and procedures set out in this procedure.

By virtue of the fact that the protection of whistleblowers is a fully-fledged part of the general measures for the prevention of corruption, **Industrie Celtex S.p.A.** undertakes to guarantee annually or, in any case, in the event of significant regulatory updates, initiatives to raise the awareness of and train:

- The top management of the company, who must be adequately informed of both the content of the standard, how it is implemented in their company (procedure), and how to deal with any information they may have to handle in connection with a report;
- White- and blue-collar workers, who must be trained and informed on how they can activate the internal reporting channel and how and when they can possibly activate the external reporting and/or public disclosure channels. Furthermore, these individuals must be informed both about the safeguards activated by the company and how they can be kept up-to-date on the progress of the reports made.

## 9. Publicity

This procedure adopted by **Industrie Celtex S.p.A.** is made available to all workers through the company's communication tools: publication on the company website and on available notice boards.

## 10. Archiving of the reports

The Report Management Structure takes steps to archive all documentation in specific dedicated folders, managed in accordance with strict confidentiality criteria.

After the expiry of a period of **five years** from the date of the communication of the reporting procedures' final outcome, the RMS will wait to receive indications from the Company on how to return and/or delete the data. It is understood that in the event of a return it will be the responsibility of the RMS to transmit only the strictly necessary information concerning the report (e.g. subject, outcome, dates of acknowledgement to the whistleblower, etc.).

The Report Management Structure is also required to keep an up-to-date register of the reports it receives, taking care to indicate each time the outcome.

If the investigation results in a negative outcome, the Report Management Structure shall in any case file the report, adequately explaining the reasons for the assessment.