

WHISTLEBLOWING PROCEDURE

Whistleblowing Management System

Soc. Agricola Giorgio Tesi Vivai S.S.

WHISTLEBLOWING PROCEDURE

1. SUMMARY AND PURPOSE

This procedure has the purpose of regulating the methods used for reporting illegal practices or irregularities within the corporate environment with the aim to protect the whistleblower, i.e. the reporting person.

Additional aims of this “*Whistleblowing*” Procedure can be summarized as follows:

- define and formalize the whistleblowing procedure by establishing terms and responsibilities in the reporting process;
- define the rules to be followed to make sure the whistleblower’s identity and that of other involved entities is kept confidential, as well as the content of the report;
- define the role of the report recipient;
- promote, within the Company, a culture based on accountability 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;
- enable the Company to be promptly informed about any actions or behaviours contrary to the ethical principles pursued so as to respond swiftly and identify and manage potential shortcomings in the internal control and risk management system.

1.1. REGULATORY REFERENCE

This procedure refers to Leg. Decree No. 24 of 10/03/2023 implementing EU Directive 2019/1937 concerning the protection of individuals reporting breaches of Union law.

This document also takes into account ANAC (National Anti-Corruption Authorities) guidelines on both the protection of individuals reporting breaches of Union law and those reporting breaches of national regulatory provisions. Procedures for submitting and managing external reports are approved by resolution No.311.

2. SCOPE OF APPLICATION / RECIPIENTS

This procedure applies exclusively for **Società Agricola Giorgio Tesi Vivai S.S.** (hereinafter also referred to as **Giorgio Tesi**” or “the Company”).

The procedure applies to whistleblower reports within the scope of application envisaged by the relevant standard.

It should be reminded that, pursuant to Leg. Decree 24/2023, the breaches brought to light through whistleblowing, denunciation or public disclosure must concern:

1. Wrongdoings that fall within the scope of application of the European Union or national acts indicated in the annex to Leg. Decree 24/2023 (public procurement, prevention of money laundering and terrorist financing, product safety and conformity, consumer protection, protection of privacy and protection of personal data, security of networks and information systems, etc.);
2. Acts or omissions constituting fraud or any other illegal activity that is detrimental to the financial interests of the European Union;
3. Acts or omissions concerning the EU internal market (e.g. breaches of competition law and state aid, etc.);
4. Acts or behaviours which, in any case, nullify the object or purpose of the acts of the European Union in the above sectors.

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As regards the entities involved, this procedure applies for:

- Subordinate employees;
- Self-employed workers who work for private sector entities;
- Freelancers and consultants who provide their services to private sector entities;
- Volunteers and interns, whether paid or unpaid, who work for private sector entities;
- Shareholders (if natural persons);
- Facilitators.
- Other relevant entities pursuant to Leg. Decree 24/2023

As regards the aforementioned entities, protective measures also apply during the probationary period and before/ after the establishment of an employment relationship or any other legal relationship.

In light of the purposes of this procedure, the identity of the whistleblower and that of any other entity involved is kept confidential from the moment of receipt and throughout the subsequent management phases. For further details on the subject matter of privacy protection, please refer to Annex 1.

3. TERMS & DEFINITIONS

a) Whistleblowing procedure

Procedure for managing reports as defined below.

b) Internal channel

An internal reporting channel set up by the Company aimed at ensuring the confidentiality of the whistleblower and the reported person's identity, as well as the content of the report and related documentation, even through the use of encryption.

c) Reporting person (*Whistleblower*)

This is understood as being the natural person who reports breach-related information acquired within the workplace. As such, this definition encompasses all individuals, including those who are temporary employed by the Company, those lacking the status of employee (such as volunteers, interns, whether paid or unpaid) and, under certain conditions, those who have not yet entered into a legal relationship with the Company (during the pre-contractual negotiation phase), those whose employment relationship has terminated and those on probation.

d) Facilitator

The natural person who assists the whistleblower in the reporting process, operating within the same workplace context and whose assistance must be kept confidential (for example, a colleague from a different office than the whistleblower's, who assists the whistleblower in the reporting process on a confidential basis, i.e. without disclosing the information acquired, or any colleague who also holds the position of trade unionist and assists the whistleblower in his/her name and on his/her behalf without using the union label).

e) Reported/Involved person

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The natural or legal person mentioned in the internal report as the breaching person or who is in any way involved in the reported breach.

f) Whistleblowing Management System (SGS)

An independent internal person/department dedicated to managing reports, or an external entity, likewise independent.

g) Whistleblower report

According to the provisions of Art. 2 of Leg.Decree 24/2023, a whistleblower report is understood as being a written or oral communication containing information on the reported breach.

h) External channel c/o ANAC

Those who intend to make a report may use, as an alternative to the internal channel established by **Giorgio Tesi**, the external reporting channel managed by ANAC, provided the following conditions are met:

- when the internal channel, although mandatory, is inactive or, even if activated, does not comply with the provisions of Leg. Decree 24/2023 with reference to the entities involved and methods of submission of internal reports, which must be made in such a way as to protect the confidentiality of the whistleblower's identity and that of other protected entities;
- when an internal report made by the whistleblower was not followed up by the designated person/department;
- when the whistleblower has well-founded reasons to reasonably believe – based on relevant concrete circumstances and information that can actually be acquired and not based on mere inferences, such that, in case of internal reporting: **a)** the report would not be followed up effectively; **b)** it could entail the risk of retaliation for the whistleblower;
- when the whistleblower has reasonable grounds to believe that the breach could constitute an imminent or obvious damage to the public interest.

i) Public disclosure

An additional whistleblowing channel introduced by Leg. Decree 24/2023, through which information on breaches is made public through the press or by electronic means or, in any case, through dissemination means capable of reaching a large number of people (social networks, web, television, radio, etc.).

l) Conflict of interest

The term "conflict of interest" refers to any situation where the whistleblowing management functions (Investigating Officer) act according to their individual or professional interests that conflict with the impartiality required for their assignment and such as to hinder the objective assessment of the report.

m) Confidentiality regarding the report content, the identity of the reported person and that of other entities involved.

Giorgio Tesi commits to keep the identity of the whistleblower and that of all entities entitled to the same protective measures confidential, and likewise ensures the confidentiality of any other information or element of the report whatsoever from which the whistleblower's identity could be directly or indirectly inferred.

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n) Privacy protection

This whistleblowing management procedure aims to ensure the protection of the privacy of the entities involved in the reports, in accordance with the GDPR principles.

4. OPERATING PROCEDURES

4.1 Introduction

The company **Giorgio Tesi** has established this procedure with an aim to ensure compliance with the law and the principles of fairness and transparency, as well as to keep the identities of the entities involved and the content of the report strictly confidential.

5. PRELIMINARY OPERATING ACTIVITIES

5.1 Identification of the Whistleblowing Management System

According to Art. 4, 2nd paragraph of Leg. Decree 24/2023, **Giorgio Tesi** has chosen to outsource the management of reports to an external consultancy company, identified in this procedure as the **Whistleblowing Management System** (hereinafter also referred to as the **SGS**).

5.3 Definition of procedures for handling anonymous reports

Reports from which the whistleblower's identity cannot be inferred are considered anonymous.

Anonymous reports are processed as ordinary reports, if sufficiently detailed. Anonymous reports submitted to the **Giorgio Tesi** Whistleblowing Management System using the dedicated channels shall be processed as ordinary reports.

In case of anonymous reports, if the whistleblower is identified at a later stage and found to be suffering retaliation, the same protection measures against retaliation shall apply.

5.4 Description of the whistleblowing procedures adopted by the Company

(a) Written channel

With respect to the reporting channels outlined in paragraph 6.2., the Company's IT channel foresees a dedicated platform (*Whistleblower Software*). For specific report submission methods, please refer to the document attached to this procedure (Annex 2 – Reporting page guidelines).

NB: In order to guarantee the confidentiality of the whistleblower's identity, it is advisable to make the report using a device that is in no way traceable to the company and to avoid using the internet connection (via cable or Wi-Fi) provided by Company. Furthermore, in order to provide greater privacy protection, we recommend using browsers having adequate security features.

(b) Oral channel

In addition to the reporting channels mentioned above, the whistleblower may also make internal reports orally by requesting a direct meeting with the SGS, to be scheduled within 7 working days. The request can be made through the channels mentioned in the point a) above.

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If the internal report is made orally during a meeting with the SGS, the same, with the whistleblower's consent, is documented by the SGS or by designated and trained support staff through recordings made via an appropriate storage and listening device, or through written records. In the latter case, the whistleblower may review, rectify and sign such records for confirmation.

It should be reminded that, as specified in Annex 2 of this procedure, the whistleblower may also record voice messages via the Company's dedicated platform. The whistleblower's recorded voice will be modified and blurred to make the report anonymous.

Regardless of the reporting channel chosen by the whistleblower, the Company undertakes, also through the use of encryption tools, to keep the identity of the whistleblower and that of the entity involved/mentioned in the internal report strictly confidential. The same applies for the content of the internal report and relevant documentation.

Giorgio Tesi undertakes to protect the whistleblower's identity even when the report is submitted through different channels other than those established in accordance with Leg. Decree 24/2023 or when submitted to entities other than the SGS.

5.5. Report submitted to a non-competent entity

Any report submitted to an entity other than the SGS, identified and authorized by **Giorgio Tesi**, must be forwarded to the former within seven calendar days of receipt through the channels provided for in paragraph 6.4, and notify the whistleblower thereof.

5.6. Conflict of interest

The SGS will conduct the investigation on the report in collaboration with the HR Manager; if a potential conflict of interest is identified by the SGS, the same must contact the appropriate internal company functions according to the report contents and the corporate area of competence.

6. PROCEDURAL FLOW

6.1 Assumptions

This procedure assumes that:

- The whistleblower will act in good faith. Any whistleblower making a false report on purpose may be subject to disciplinary measures (such as conservative disciplinary sanctions, dismissal, termination of the contractual relationship damage claims, etc.)
- The Whistleblowing Management System will manage the reports objectively, impartially, and confidentially towards both the whistleblower and the reported person, with the sole involvement of the functions identified in this procedure.

6.2 Submission and monitoring of a report

In submitting a report, the whistleblower will use the methods and tools provided through the internal channel established by the Company. During this phase, the whistleblower may be assisted by the facilitator, where identified.

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Reports must be:

- made in good faith. This means that the whistleblower must have reasonable certainty of the accuracy of the report, i.e. he/she has no biases and/or intention to cause damage to someone or obtain personal gain.
- detailed, such as to enable identifying objective elements with reasonable sufficiency to initiate an investigation, and must include, by way of example:
 - ✓ the description of the incident;
 - ✓ personal information or any other element that may reveal the identity of the accused person
 - ✓ time and place of the incident.

It is also advisable to attach documents to substantiate the reported facts, and indicate any other entity that may be aware of the report contents.

6.3 Management of the received reports

The whistleblowing management phase, overseen by the SGS, is broken down in four sub-phases:

- Pre-analysis;
- Investigation;
- Assessment and outcome;
- Archiving.

6.4 Pre-analysis of reports

Once the Whistleblowing Management System receives a report at the dedicated address, it proceeds to assess its contents by conducting an initial screening process and immediately identifying reports that are manifestly unfounded, lacking in detail, irrelevant, defamatory, and/or insulting. In any case, within **seven days** of receiving the report, the SGS notifies the whistleblower of its receipt.

As regards the management of all other breach reports falling under Leg. Decree 24/2023 and relevant to **Giorgio Tesi**, the Whistleblowing Management System may interact with the HR Manager identified as the SGS internal contact person. If the SGS identifies a conflict of interest, it shall notify the most appropriate internal functions thereof according to the report contents and the corporate area of competence. It is the responsibility of the SGS to make sure report contents are transferred according to the principle of data minimization required by the GDPR.

6.5 Investigation of reports

Investigation involves a set of activities for verifying report contents and obtaining information useful for their subsequent assessment while ensuring utmost confidentiality as per the identity of the reported person and other involved entities, as well as the report contents. The Whistleblowing Management System, if deemed necessary, may avail itself of the collaboration of corporate functions and external experts based on the subject matter of the report. It should be noted that, since the SGS does not have autonomous spending powers, outsourcing of any task to the identified external expert will be subject to prior authorization by the apposite company functions.

The Whistleblowing Management System or any authorized entities in charge of providing support during the investigation phase are allowed to:

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- contact the whistleblower in a confidential manner and request additional documents and/or information, if need be;
- suspend the investigation if the report proves groundless.

6.6 Report assessment and final outcome

The Whistleblowing Management System evaluates the outcome of the investigation and provides feedback to the whistleblower no later than 3 months of taking charge of the report. The SGS summarizes the investigation results in a specific report that is sent to the Board Member identified as the Company's Employer (Mr. Tesi Romeo). Alternatively, in the case of a potential conflict of interest, the report is sent to the Company's Legal Representative (Mr. Fabrizio Tesi).

If the report proves to be well-grounded, the competent corporate entities will assess the possibility of applying disciplinary measures according to the Sanctioning System and/or disclosing the reported incidents to the competent authorities.

Conversely, if the report proves groundless, the competent company functions will assess the possibility of applying the Sanction System to the bad faith whistleblower.

If the investigation reveals gaps in the risk and control management system, it is the responsibility of the competent company departments to define appropriate improvement actions.

This procedure is represented schematically in the attached "Flowchart" (Annex 3).

7. Definition of Personal Data Protection Methods

The Data Controller for personal data provided within the scope of the Whistleblowing Procedure is the company Giorgio Tesi, who undertakes to process the personal data of all data subjects involved in the reporting process in accordance with the GDPR principles, providing the same with appropriate information in accordance with Articles 13 and 14 of the GDPR and adopting measures to protect said data subjects' rights and freedoms.

Whistleblower reports and the related procedure are managed by the Data Controller in collaboration with the SGS and the internal departments identified for handling the investigation. More specifically, the SGS, as an external entity, has been specifically appointed as the "**data processor**" pursuant to Art. 28 of the GDPR. Internal entities involved in the investigation operate under a specific authorization granted by the data controller and based on the instructions provided by the latter. The processing of personal data related to the receipt and handling of reports is carried out in compliance with the principles under Articles 5 and 25 of EU Regulation 2016/679; proper information is provided to whistleblowers and to the entities involved, in accordance with Articles 13 and 14 of said regulation, and appropriate measures to protect data subjects' rights and freedoms are put in place.

External entities providing report management services (e.g. IT Platform providers) are appointed as Data Processors according to Art. 28 of EU Regulation 2016/679. Said entities ensure that: appropriate security measures are implemented in accordance with Article 32 of EU Regulation 2016/679; the current data processing regulations are properly complied with and the provisions of Leg. Decree 24/2023 on the protection of the whistleblower's identity are duly applied.

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The company also makes sure the management of reports and relative data processing for privacy purposes are carried out in accordance with applicable laws, taking into account the principles of EU Regulation 2016/679 on privacy (GDPR). More specifically, Giorgio Tesi undertakes throughout the procedure to:

- provide the whistleblower and other entities involved with exhaustive information regarding the processing of personal data ;
- process personal data in full compliance with the GDPR;
- conduct a specific Data Protection Impact Assessment (DPIA) in the processing in question;
- identify suitable technical and organizational measures to ensure an adequate security level;
- regulate the relationship with external entities involved in data processing;
- refrain from processing/storing personal data that is clearly irrelevant to the processing of the report;

Regarding the exercise of data subjects' rights, EU personal data protection regulations establish that, in specific cases, national law may limit the range of the data controller's obligations and the rights which data subjects are generally entitled in such respect, as outlined in CHAPTER III of Regulation (EU) 2016/679 (Art. 23 of Regulation (EU) 2016/679).

As established by Art. 13, 3rd paragraph, of Leg. Decree 24/2023, limitations on data subjects' rights under Article 2-undecies of Leg. Decree No. 196 of June 30, 2003 may apply within the context of whistleblower reports; such limitations apply due to the fact that the exercise of such rights could actually be prejudicial to the confidentiality of both the whistleblower's identity and that of any individual involved/mentioned in the report.

Therefore, the whistleblower may exercise the right to access to his/her own data, as well as to rectify, cancel and restrict said data using the same methods for making the report.

Pursuant to Art. 77 of EU Regulation 2016/679, the whistleblower has the additional right to lodge a complaint with the Data Protection Authority if he/she believes that the processing of his/her breaches the aforementioned Regulation

The exercise of the rights - defined in CHAPTER III of EU Regulation 2016/679 - by other data subjects, such as the reported person or other individuals involved, may be delayed, limited or excluded if exercising these rights could actually be prejudicial to the confidentiality of the whistleblower's identity, as provided for in Art. 2-undecies, letter f of Leg. Decree No. 196 of June 30, 2003 (in implementation of Art. 23 of EU Regulation 2016/679).

In such cases, data subjects may exercise their rights by resorting to the Data Protection Authority using the methods outlined in Art. 160 of Leg. Decree No. 196 of June 30, 2003.

For further information on personal data processing, please refer to the Whistleblowing privacy policy (Annex 4).

8. 9. Prohibition of Retaliation, Sanctions, and Liability Regime.

Whistleblowing is a measure that enables fostering the promotion of a culture of ethics, transparency and legality within **Giorgio Tesi**. This important objective can only be achieved if the whistleblower is provided with the appropriate tools for making a report but also, and above all, has the certainty that he/she will be protected from retaliation by colleagues or superiors or that the report will not go unheard.

For these reasons, the company **Giorgio Tesi**, pursuant to Leg. Decree 24, explicitly prohibits retaliation in order to protect the whistleblower and other entities foreseen by the regulation, even in the case of

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attempted or threatened retaliation that could cause, either directly or indirectly, unjust harm to the person/entity involved.

However, in order for retaliation to be considered as such, and, consequently, for an individual to be entitled to protection, there must be a close connection between the report/disclosure/ denunciation and the adverse behaviour/act/omission suffered, directly or indirectly, by the whistleblower, the reported person or the person making public disclosure.

Conversely, for protection-related purposes, the personal and specific reasons that led an individual to make the report/denunciation /public disclosure are irrelevant. In the event that such general conditions are not met, protection cannot be ensured, not even for individuals other than those making the report, denunciation or public disclosure if the same experience indirect retaliation due to their role in the reporting/denunciation process and/or the particular relationship established with the individual making the report/denunciation.

In adopting this procedure, the Company is aware of the administrative sanctions applicable by ANAC pursuant to Art. 21 of Leg. Decree 24/2023.

The whistleblower may also be subject to disciplinary action in the case of groundless reports made with intent or gross negligence, i.e. reports that are clearly opportunistic and/or made solely for the purpose of harming the accused person or any other entity whatsoever.

Disciplinary measures will be proportionate to the severity of the unlawful conduct and may even result in termination of the employment relationship, in compliance with legal provisions and the applicable regulations under the National Collective Labour Agreement (Italian CCNL).

In the same way, the Whistleblowing Management System may be subject to contractual sanctions if shortcomings in the implementation of confidentiality measures are found or in the case of failure to assess the report.

Likewise, any ascertained breach of the measures aimed at protecting the whistleblower's identity shall be subject to sanctions.

9. Training

Giorgio Tesi's Whistleblowing Management System is adequately trained to handle reports in accordance with the principles and methods outlined in this procedure.

Given that whistleblower protection is an integral part of general anti-corruption prevention measures, **Giorgio Tesi** is committed to promote - on a yearly basis or in the event of significant regulatory updates - awareness and training initiatives aimed at:

- Company management, which must be properly informed on the content of the regulations and how they are implemented within the company (procedure), as well as how to handle report-related information ;
- Employees and collaborators, who must be trained and informed on how to activate the internal reporting channel and when and how to activate external reporting and/or public disclosure channels, where required. Additionally, the above entities must be informed on the protective measures adopted by the company and how to stay updated on the progress of their reports.

10. Publicity

This procedure, put in place by **Giorgio Tesi** and made available to all employees and to the external entities indicated in the relevant standard, is available on the company website **www.giorgiotesigroup.it**

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11. Report archiving

The Whistleblowing Management System archives all report-related documentation in dedicated folders and handles the same with utmost confidentiality.

The SGS, once five years have elapsed since the date of communication of the final outcome of the report, will await instructions from the company regarding the methods of data return and/or deletion. It is understood that in the case of the return of personal data, the SGS will only transmit strictly necessary information related to the report (e.g., subject matter, results, dates when feedback was sent to the whistleblower, etc.).

The Whistleblowing Management System is also required to maintain an updated whistleblower register, making sure to record the final outcome of each report.

If the investigation process turns out negative, the Whistleblowing Management System will nonetheless archive the report and explain the reasons for its assessment in detail.