



## *Whistleblowing procedure*

Approved by the Board of Directors of Siryo S.p.A. on July 25, 2024.

Proposing Function	General Management
Company	Siryo S.p.A.
Recipients	All corporate functions
Valid from	25.07.2024
Version	1
Expiry date	None

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## 1. PURPOSE

This procedure governs the operation of the internal reporting channel adopted by Siryo S.p.A. (hereinafter referred to as '**Siryo**' or the '**Company**') in accordance with Legislative Decree 24/2023<sup>1</sup>.

This procedure constitutes an integral part of the Organisation, Management and Control Model (hereinafter the "**Model**") adopted by Siryo pursuant to Legislative Decree 231/2001 ("**Decree 231**") and is published [(i) in a shared folder on the company's IT system accessible to all employees (*OneDrive: 11\_Siryo SpA/SPA/Regolamentazione interna/Modello 231 e Proc. AML/03\_Modello 231.01*) and (ii) on the Company's website, in the "*Whistleblowing*" section.

## 2. SCOPE OF APPLICATION

### 2.1. Persons entitled to report

This procedure applies to all persons indicated in Article 3 of Legislative Decree 24/2023, who work in the working environment of Siryo or provide their services to the Company, whether they are:

- (i) shareholders or persons with functions of administration, management, control, supervision or representation of the Company, even if they perform such functions on a de facto basis;
- (ii) employees of the Company;
- (iii) self-employed workers, collaborators, suppliers, contractors, subcontractors;
- (iv) freelancers and consultants
- (v) volunteers and interns, paid and unpaid.

With respect to such persons, the protections provided for in this procedure apply if the Report is made (i) while the legal relationship (i.e., employment or collaboration) is still ongoing, or (ii) before it starts, if the information about violations was acquired during the selection process or other pre-contractual stages (e.g., candidate in a selection process), or (iii) during the probationary period, or (iv) after the termination of the legal relationship if the information about violations was acquired by the candidate in a selection process), or (iii) during the probation period, or (iv) after the legal relationship has ended if the information on breaches was acquired by the Whistleblower in the course of the relationship (e.g. retired staff).

### 2.2. Subject of alerts

The subject of the Report may be conduct, acts or omissions, which harm the public interest or the integrity of the entity and which consist of **unlawful conduct relevant under Legislative Decree No. 231/2001 or violations of the Organisational Model** learnt in the Reporter work context.

Alerts also include well-founded suspicions of violations already committed or not yet committed (which could be, based on concrete elements), as well as conduct aimed at concealing them.

On the other hand, reports concerning mere suspicions or rumours, or grievances, or requests, claims, grievances or demands of a personal nature of the Reporter (e.g. matters relating to individual employment

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<sup>1</sup> Legislative Decree No. 24 of 10 March 2023 of 'implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and on provisions concerning the protection of persons who report breaches of national laws'.



or relations with colleagues) cannot be the subject of Reports and, if forwarded, will not be dealt with under this procedure<sup>2</sup>.

"Bad faith", defamatory or slanderous reports may give rise to civil and/or criminal liability for the reporter and the application of disciplinary sanctions as set out in paragraph 7.

### 3. THE REPORTING MANAGER

The Company has entrusted the management of reports to the **AML Officer** (hereinafter referred to as the '**Manager**'), as he is able to guarantee autonomy and the necessary skills to perform the functions entrusted to him.

In the event of a conflict of interest, i.e. if the Manager is himself the reporter or the person reported or involved in the Report, the responsibility for the management of the Report will fall upon the entire Board of Directors of the Company ('**BoD**').

### 4. THE INTERNAL REPORTING CHANNEL

#### 4.1. How to send the Report

Alerts can be made alternatively:

in **writing** by ordinary mail, by writing to the following address: Siryo S.p.A., Piazzale Giuseppe Massari 19, 70122 Bari. In order to ensure the utmost confidentiality of the reporter's identity and unless the reporter wishes to remain anonymous, it is advisable for the report to be made using **several sealed envelopes**, the **first of which should include the reporter's identification data** (together with a copy of an identity document) and the **second the subject of the report**; both envelopes should then be placed in a **third sealed envelope** marked "**For the attention of the AML Manager - whistleblowing confidentiality**"<sup>3</sup>;

**Verbally**, to the Manager, by calling the telephone number +39 0803848614;

by requesting a **face-to-face meeting** with the Manager or his Functional Manager, by writing to the relevant e-mail address or by sending a registered letter in a sealed envelope to the address mentioned in point 1), marked "**For the attention of the AML Manager/Function Manager**" and "**confidential/confidential**"

In the event of a report to the Function Manager, the latter shall report promptly - and in any case within 5 days - to the AML Manager (unless the report does not concern the latter).

The reporting person, through the above tools, has the option of remaining anonymous or of requesting that his or her identity remain confidential, thus being able to benefit from the protections provided for by Legislative Decree 24/2023.

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<sup>2</sup> Also excluded from the scope of application of Legislative Decree 24/2023 are reports concerning national security and defence and relating to violations already mandatorily regulated in certain special sectors (e.g. financial terrorism, etc.).

<sup>3</sup> It is understood that, if the AML Manager is the Whistleblower, the reported person or the person involved in the Report, the Report must be addressed "**For the attention of the Board of Directors**".



Reports should be circumstantiated, verifiable and complete with all information useful for ascertaining the facts and identifying the persons to whom the breaches are to be attributed. In particular, the Report should contain, at least, **the identification data** of the Reporting Party (if not anonymous), a clear and complete description of the **subject of the** Report with an indication, where known, of the circumstances of time and place in which the reported facts were allegedly committed, and any other **documentation** or **information** useful to corroborate the facts themselves.

#### 4.2. Preliminary analysis

The Manager, **within 7 days** of receipt of the Report, sends an acknowledgement of **receipt** to the Reporting Party informing it that the Report has been taken over.

Within the same deadline, the Manager shall also inform the Supervisory Board set up by the Company pursuant to Legislative Decree No. 231/2001 ("**SB**") for the assessments within its competence.

Subsequently, the Manager shall carry out a preliminary analysis of the admissibility and admissibility of the Report, verifying, on the one hand, that the Report contains data and information enabling it to be understood and analysed in accordance with the provisions of this procedure (e.g. circumstances time and place in which the fact occurred, generalities or other elements enabling the identification of the person to whom the reported facts are attributed), on the other hand, that the Report is admissible as a *whistleblowing*, i.e. that it falls within the objective and subjective scope of application of this Procedure (see paragraph 2 ).

Whistleblowing Reports that are deemed inadmissible or inadmissible will be filed by the Manager, who will inform the Whistleblower, stating the relevant reason. In the event that the Report is not admissible as a *whistleblowing*, it may possibly be processed as an ordinary Report.

#### 4.3. Investigation and specific insights

If the Report is admissible and admissible, the Manager initiates internal investigations to ascertain whether it is justified, in coordination with the Company's Supervisory Board.

In particular, the Manager may request further information from the Whistleblower (and from any other person who may wish to be heard), acquire further documentation, and, in the case of technical or particularly complex investigations, enlist the support of external professionals who can offer the necessary expertise. Such persons must undertake to respect the obligations of confidentiality and privacy laid down in this procedure.

The Supervisory Board may participate in the investigation and/or follow its progress. By agreement with the Manager, the Supervisory Board may also manage the internal investigation itself.

#### 4.4. Investigation Conclusion and Feedback

Once the internal investigation is completed, the Manager prepares a report indicating the activities carried out and the outcome of the investigation.

If the Report is found to be well-founded, the Manager will refer the matter to the competent corporate functions for the adoption of the consequent measures (e.g. initiation of disciplinary proceedings against the reported person or, in the cases provided for, the reporting person; adoption of measures such as taking legal action or removing the reported person from the register of suppliers, definition of the "*action plan*" to remove any organisational deficiencies connected with the Report, etc.).



At the end of the preliminary investigation and, in any case, **within 3 months** from the date of sending of the acknowledgement of receipt to the Whistleblower, the Manager will provide the Whistleblower with feedback on the Report received (e.g. communication of the archiving of the Report, initiation of internal investigation, ascertainment of the merits, activities carried out so far, etc.).

The Manager periodically communicates to the Supervisory Board and the Board of Directors the information on the reports received, as well as the results of the investigations carried out and the internal audits performed, in compliance with the confidentiality obligations set out in paragraph 5.

## 5. PROTECTING THE CONFIDENTIALITY OF THE REPORTER, THE REPORTED OR INVOLVED PERSONS AND OTHERS

Reports may not be used beyond what is necessary to adequately follow them up. The identity of the Reporting Party and of the other persons involved and/or mentioned in the Report shall be kept confidential throughout the entire process of management of the Report (even in the event that the Report should subsequently prove to be erroneous or unfounded), and the information acquired shall be managed in such a way as not to allow, even indirectly, the identity of the Reporting Party to be traced. The same protection also extends to facilitators, in view of the risk of retaliation.

The protection of confidentiality is also ensured in the judicial and disciplinary sphere. In particular, in the context of any disciplinary proceedings initiated by the Company against the alleged perpetrator of the breach, the identity of the Whistleblower may not be disclosed where the allegation of the disciplinary charge is based on investigations that are separate from and additional to the Whistleblowing, even if consequent to the Whistleblowing itself.

If the identity of the Whistleblower is indispensable for the defence of the person charged with the disciplinary offence, it may only be disclosed with the Whistleblower's **express consent**.

## 6. PROTECTION MEASURES

A Whistleblower who has made a Report in good faith through the channels indicated in paragraph 4 shall benefit from the protection measures provided for by Legislative Decree 24/2023.<sup>4</sup> Good faith exists if, at the time of the Report, the Whistleblower had justified reason to believe that the information on the violations detected was true and fell within the objective scope of Legislative Decree 24/2023.<sup>5</sup>

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<sup>4</sup> The protection measures shall not apply - and disciplinary sanctions shall be imposed - where the criminal liability of the Whistleblower for the offences of defamation or slander or, in any case, for the same offences committed with the report to the judicial or accounting authorities is established, even by a judgment of first instance, or where his civil liability, for the same reason, is established in cases of wilful misconduct or gross negligence.

<sup>5</sup> The protection measures also extend to the persons assisting the Whistleblower in the reporting process ('facilitators'), to those belonging to the same work environment as the Whistleblower and having a stable emotional or family link with the latter, to work colleagues linked to the Whistleblower by a habitual and current relationship, and to the entities owned by the Whistleblower or for which the protected persons work.

### 6.1. Prohibition of retaliation

Any form of retaliation or discrimination, direct or indirect and even only attempted or threatened, against the Whistleblower for reasons related, in whole or in part, directly or indirectly, to the Whistleblowing is prohibited.

Retaliation shall be deemed to be any measure, act or behaviour provided for in Article 17(4) of Legislative Decree 24/2023 (e.g. dismissal, suspension, downgrading, change of job, place or working hours, reduction of salary, disciplinary measures, harassment, coercion and any other measure resulting in unacceptable working conditions).

Anyone who believes that he/she is the object of retaliatory measures, including attempted or threatened retaliation, following a Report may inform the National Anti-Corruption Authority (ANAC), which, having ascertained the causal link between the retaliation and the Report, will adopt the consequent sanctioning measures.

### 6.2. Support measures

A list of **Third Sector entities** that provide whistleblowers with support measures is established at ANAC. These measures consist of information, assistance and advice free of charge on how to report and on the protection from retaliation offered by national and EU legislation, on the rights of the person concerned, and on the terms and conditions of access to legal aid.

### 6.3. Limitations of Liability

Any liability of a criminal, civil or administrative nature towards the Whistleblower who discloses or disseminates information on violations covered by the obligation of secrecy or relating to the protection of copyright or the protection of personal data, or who discloses or disseminates information on violations that offend the reputation of the person involved or reported, is excluded, when, at the time of disclosure or dissemination, there were reasonable grounds to believe that the disclosure or dissemination of the same information was strictly necessary to reveal the violation.

## 7. DISCIPLINARY SANCTIONS

Failure to comply with the rules contained in this procedure constitutes a violation of the Model and entails the application of the disciplinary sanctions provided for in paragraph 5 of the General Section of the Model.

In particular, **disciplinary sanctions** may be applied, to an extent proportionate to the seriousness of the conduct, in the occurrence of the hypotheses provided for by the art. 21, paragraph 2 Legislative Decree no. 24/2023, such as, by way of example, breach of the **measures put in place to protect the Whistleblower** (e.g. acts of retaliation or discrimination), conduct aimed at **obstructing** the Whistleblowing, breach of the Whistleblower's **duty of confidentiality**, failure to **verify and analyse** the reports received, and the establishment - by a first instance judgement, even if not final - of the Whistleblower's **liability for the offences of slander or defamation**.

On the other hand, no sanction is envisaged against the reporting party in good faith, even if the reported facts subsequently prove to be unfounded.



## 8. PRIVACY

The data collected through the Report and/or in the course of the investigation will be processed in accordance with EU Reg. no. 2016/679, Legislative Decree no. 196/2003 as amended by Legislative Decree 101/2018.

## 9. ARCHIVING AND TRACEABILITY

The information on the Reports (including the relevant documentation) is kept for the time strictly necessary to process the Report and in any case no longer than **5 (five) years** from the date of the communication of the final outcome of the Reporting procedure.