

Document information:

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REGULATORY REFERENCES

- Directive (EU) No. 2019/1937 of the European Parliament and of the EU 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
- Italian Legislative Decree No. 24 of 2023, implementing Directive (EU) 2019/1937, as referred to above
- Italian Legislative Decree 231/2001 as regards the administrative liability of the Entities ensuing from crime
- Italian Law no. 179 of 30 November 2017 setting out “*Provisions for the protection of the persons reporting crimes or irregularities of which they have become aware in the context of a public or private employment*”
- EU Regulation 679/2016 on privacy and subsequent provisions (GDPR; Italian Legislative Decree 101/2018, Adjustment Decree for Italian legislation of the GDPR, urgent fulfilments and sanctions; “new” Privacy Code, Italian Legislative Decree 196/2003)
- Articles 2105 *et seq.* of the Italian Civil Code; Italian Law 300/1970, (the “Workers' Statute”); Italian Law 604/1966 on the subject of dismissals
- National collective bargaining agreements in force

DOCUMENTS REFERENCED

- Calzedonia Group Code of Ethics
- Organisation and Management Model pursuant to Italian Legislative Decree no. 231/2001 adopted by Calzedonia Group companies with registered offices in Italy

1. INTRODUCTION

The introduction into national legislation of adequate protection for employees (public and private) who report unlawful conduct from within the workplace is envisaged in international conventions (UN, OECD, Council of Europe), ratified by Italy, as well as in recommendations of the Parliamentary Assembly of the Council of Europe, sometimes in a binding fashion, other times in the form of an invitation to comply.

In response to these requests, over time we have seen firstly, Italian Law 179/2107 laying down “Provisions for the protection of the persons reporting crimes or irregularities of which they have become aware in the context of a public or private employment”, which, pursuant to Article 1, had introduced new provisions in the private sector into Italian Legislative Decree no. 231/2001 - which governs the Organisation and Management Model and, in general, the administrative liability of entities for offences in this area. More specifically, Law 179 had intervened directly on Legislative Decree 231/2001, wherein paragraphs 2-*bis*, 2-*ter* and 2-*quater* were added to Article 6, dedicated to extending the suitability requirements of the organisational model, to include protective measures in favour of the whistleblower, and to one or more information channels to enable the forwarding of reports.

This was followed, at a later date, with the implementation of Directive (EU) 2019/1937 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*” by means of Italian Legislative Decree no. 24 of 10 March 2023.

This Decree came into force on 30/03/2023 and entailed some significant changes to the previous regulations.

This Whistleblowing Procedure is therefore the updated corporate document, which is binding for the following Calzedonia Group companies with registered offices in Italy:

Calzedonia Holding Spa

Calzedonia Spa

Intimo 3 Spa

Falconeri Srl

Calzificio Trever Spa

Ti.Bel. Spa

Atelier Emé Srl

Antonio Marras Srl

2M Srl

Dorama Srl

Pettinatura Effeci Srl

Cantiere del Pardo Spa

(hereinafter, the “Group” or each individually a “Company”).

Note that the term “Whistleblower” refers to a person who, in connection with a private body or public administration, reports violations or irregularities committed to the detriment of the public interests and of the administration or body to which he or she belongs, to the bodies with the power to intervene. “Whistleblowing Procedure” refers to the set of procedures for reporting and actions provided for the protection of employees and all persons who report unlawful acts and irregularities pursuant to Article 3 of Legislative Decree 24/2023, implementing EU Directive 2019/1937.

2. RECIPIENTS

Pursuant to Decree 24, which has considerably extended the protection afforded to those who make reports in compliance with the legislation in question (hereinafter the “Reports”), the following persons are recipients of this Procedure (hereinafter the “Recipients” or “Whistleblowers”):

- employees;
- self-employed workers and collaborators working for the Company;
- freelance professionals and consultants working for the Company;
- volunteers and trainees, both paid and unpaid, who work for the Company;
- shareholders and persons with administrative, management, control, supervisory or representative duties, even if such duties are exercised on a *de facto* basis, for the Company.

The protections afforded to Whistleblowers (“Recipients”) also apply to those whose legal relationship/contract of employment (see Art. 3, paragraph 3 of Italian Legislative Decree no. 24/2023) has not yet commenced, if information about violations was acquired during the selection process or at other pre-contractual stages or during the trial period or even after termination of the legal relationship if information about violations was acquired during the course of the relationship.

If a Director, a Manager, a member of the corporate bodies, an employee or a collaborator should receive a Report through channels other than the internal WB channel, they must immediately and exclusively forward the Report onto the Supervisory Body, in accordance with the procedures set out below (by directly filling out the report on the Whistleblowing platform or by contacting the Supervisory Body by phone). The report submitted must be complete with

any supporting documentation received, at the end of the submission of the report, this person must delete any copy of the documentation and must abstain from taking any independent initiative of analysis and/or investigation. Failure to notify a Report received constitutes violation of this procedure, as well as of the Code of Ethics and the Model, with application, in the event of proven bad faith of such conduct, of the consequent sanctions provided for by the Model's disciplinary system.

The procedure is widely communicated and disseminated, so as to constitute a constant point of reference in the company's activities. For the purposes of implementing the procedure, staff training is managed by the Company's Supervisory Body (hereinafter the "SB") and in agreement with the heads of other relevant corporate departments (Personnel office, HR, Compliance, etc.). For Third Parties, a similar disclosure and publication of the procedure is envisaged, also in a differentiated manner, e.g. publication on the Group's websites, potentially distinguishing according to the type of contract or relationship with the Company.

3. PURPOSE AND SCOPE OF APPLICATION

The aim of this procedure is to describe and regulate the process of reporting violations of unlawful acts or irregularities, providing the Whistleblower with clear operational indications on the subject, contents, recipients and procedures for making Reports, as well as on the forms of protection provided by the Company in accordance with regulatory provisions.

The purpose of this procedure is also to regulate the ways in which to ascertain the validity and grounds for the Reports and, consequently, to take the appropriate corrective and disciplinary action to protect the Company.

This is why Reports concerning personal matters or interests, or relating to requests, disputes or claims involving the individual sphere of an employment contract, and which do not regard information relating to serious violations, detrimental to the Whistleblower and to the company, such as to be pursued by means of complaints or accusations to the competent civil, criminal or administrative authorities, will not be taken into consideration.

This procedure applies in the context of all the Company's business activities and must be faithfully applied by the Recipients, consistently with the standards laid down in the Company's Model and in compliance with the legal obligations that may arise from the Report, in particular, with regard to the obligation to report to the Legal Authorities and with regard to the processing of personal data and the protection of privacy.

4. THE INTERNAL WHISTLEBLOWING CHANNEL pursuant to Art. 4, Decree 24/2023

In compliance with Art. 4 of Italian Legislative Decree no. 24/2023, the Company has activated the special internal WB channel, which ensures due confidentiality and privacy for all those wishing to make a Report.

Reports can be made:

- through a specific IT platform at the following address: <https://calzedonia-whistleblowing.keisdata.it>.
- verbally through the use of appropriate IT voice messaging systems provided by the above-mentioned IT platform;
- by sending a letter in a sealed envelope addressed to: Organismo di Vigilanza [Supervisory Body] c/o Calzedonia S.p.A., Via Monte Baldo n. 20, 37062 - Dossobuono di Villafranca (Verona);
- requesting a personal meeting with the SB.

5. THE SUPERVISORY BODY. ROLE AND RESPONSIBILITIES

In the Calzedonia Group companies with registered offices in Italy, the entity in charge of managing the internal reporting channel (hereinafter the "WB channel"), responsible for receiving and examining Reports is the Company's Supervisory Body or, if not provided for, of Calzedonia Holding Spa (hereinafter the "SB"), an autonomous entity whose members are specifically trained to manage the internal channel as they have proven professional qualifications and qualities. The management and verification of the justification of the circumstances represented in the Report are therefore entrusted to the SB, which acts, in compliance with the principles of impartiality and confidentiality, by carrying out any activity deemed appropriate, including hearing the Whistleblower and any other persons who may usefully report on the facts.

The SB directly carries out all investigations necessary to ascertain the events reported. It may also seek the support and collaboration of corporate structures and departments when, due to the nature and complexity of the checks, their involvement is necessary; it may also request assistance from external consultants.

The SB, which is entrusted with the handling of internal Reports, will - via the aforementioned IT platform - acknowledge receipt of the Report within 7 days of such receipt. Due acknowledgement is given of the Report within 3 months of the date of the acknowledgement of receipt or, in the absence of such an acknowledgement, within three months of the expiry of the seven-day period from when the Report is made.

The SB, once it has been entrusted with the Report, acts as person in charge of the processing within the meaning of Reg. EU 679/2016, to which reference is made, and related regulations.

6. SUBJECT AND CONTENT OF THE REPORT - INVESTIGATIONS

Relevant Reports, in accordance with the legislation in question, are those concerning conduct, acts or omissions which harm the public interest or the integrity of the Company, of which the Whistleblower has become aware in the context of work and which consist of:

- unlawful conduct relevant under Legislative Decree no. 231/2001 and violations of Model 231, such as, for example, corrupt conduct towards the Public Administration, violations of Health and Safety at work, and violations of Environmental regulations, etc.

Please note that such Reports can only be made through the internal reporting channels;

- offences falling within the scope of European Union acts in the following areas:
 - public tenders
 - financial services, products and markets and the prevention of money laundering and terrorist financing
 - product safety and conformity
 - transport security
 - environmental protection
 - radiation protection and nuclear safety
 - food and feed safety and animal health and welfare
 - public health
 - consumer protection
 - protection of privacy and protection of personal data and security of networks and information systems
- acts or omissions that harm the financial interests of the European Union;
- acts or omissions relating to the domestic market, including violations of EU competition and state aid rules and corporate taxation;
- acts or conduct that frustrate the object or purpose of the provisions of the European Union acts in the above-mentioned areas.

Objections, claims or demands linked to a personal interest of the Whistleblower that relates exclusively to their individual employment relations, or is inherent to their employment relations with hierarchically superior figures are not considered as relevant Reports.

Reports may also be made anonymously; however, it is recommended that they be made by name in order to allow for more efficient investigation activities. The safeguards provided for and granted by Decree 24 will in any case apply.

The Report, whether anonymous or otherwise, must be substantiated and based on precise and concordant elements, of which the Whistleblower has become aware in the course of their work, so as to provide any useful element to allow an appropriate verification of the validity of the facts reported.

Upon receipt of the Report by the SB, the Procedure is divided into the following stages:

- Receipt and preliminary verification of the Report
- Investigation
- Definition of an action plan
- Reporting and monitoring

Therefore, it is important that the Whistleblower shall:

- report in a clear, complete and substantiated manner the events being reported, the manner in which he/she became aware of them and the date and place where they occurred;
- provide general details or other information enabling the persons involved to be identified;
- indicate any other subjects who may be able to report on the events reported;
- indicate/provide any documents that may confirm the validity of the Report;
- provide any other information that may prove useful in investigating the events reported.

In any case, for the purposes of this procedure, the following definitions shall apply:

- **Privacy** means assuring no data are given out that would disclose the identity of the Whistleblower
- **Confidentiality** means that due precautions will be taken with regard to how the Report is handled to protect the privacy of the Whistleblower
- **Anonymity** means that no reference will be made to the identity of the Whistleblower and no indication given of possible matches as to persons, events and circumstances

For each Report made, if a preliminary investigation reveals that sufficient useful information is available or could be obtained to establish the validity of the Report, without prejudice to the reported person's right to defence, the SB will:

- start specific analyses, using the relevant structures, possibly also by means of audits and involving the corporate departments concerned by the Report;
- conclude the investigation at any time, if, during its course, the Report is found to be unfounded, at which point it will be archived;
- avail itself, if necessary, of experts or consultants external to the Group;
- agree, with the Manager of the department concerned by the Report, on any "action plan" necessary to remove the critical issues detected, also ensuring the monitoring of the implementation;
- agree with the Legal Office (and/or with any other departments concerned) on any initiatives to be taken to protect the Company's interests (e.g. legal action, suspension/deletion of suppliers from the Supplier List);
- submit for assessment by the HR and/or Legal Departments the results of the investigation of the Report, if well-founded, so that the most appropriate measures may be taken. It will then be the responsibility of the aforementioned Departments to inform the SB of such measures in a timely manner;
- postpone the exercise of the data subject's rights so as not to prejudice the successful outcome of the procedure. Deferment (in accordance with Art. 2-*undecies*, Privacy Code as modified by the Legislative Decree 24/2023) will be decided on a case-by-case basis but any restriction -whatever the player within the previous procedure- must be documented.

In cases where the persons concerned are heard, along with any witnesses or experts, minutes are taken by the SB, which are then signed by the participants. The minutes are drawn up for traceability purposes.

7. EXTERNAL REPORTS AND PUBLIC DISCLOSURES

Pursuant to Articles 6 and 7 of Italian Legislative Decree 24/2023, Whistleblowers may make a Report "externally", i.e. not via the internal WB channels made available by the Group (see Point 4, page 4, of this procedure), to the Anti-Corruption Authority/ANAC (the Italian national anti-corruption authority), if the following conditions are met:

- a) there is no compulsory activation of the internal reporting channel in the workplace/environment, or this channel, even if compulsory, is not active or does not comply with the requirements of the Law (Art. 4 of the Decree);
- b) the Whistleblower has already made a Report within the channels provided by the Group and the Report was not acted upon;
- c) the Whistleblower has reasonable grounds to believe that an internal Report would not be effectively acted upon or that the Report could give rise to a risk of retaliation;
- d) the Whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interests.

Where even just one of these conditions is met, therefore, the Whistleblower may file an external report to ANAC, whose channels are equipped with encryption tools to guarantee and protect the confidentiality of the identity of the Whistleblower, the persons involved in the Report and the Report contents.

External Reports are made in writing via an IT platform or verbally via telephone lines or verbal messaging systems made available by the Anti-Corruption Authority, or even, at the request of the Whistleblower, by means of an in-person meeting, to be scheduled and agreed with the Office staff.

All the information needed to make external Reports is accessible on the ANAC institutional website.

ANAC **may refrain from acting on** Reports of minor violations and proceed to archive them.

Furthermore, pursuant to Article 15 of the Decree, the Whistleblower may disclose information on violations in the public domain through the press or electronic media or in any case through means of dissemination able to reach a large number of people.

Public disclosure may be made if the Whistleblower:

- a) has previously made an internal and external Report under the conditions laid down in the legislation, or has directly made an external Report, without receiving a response;
- b) has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest;
- c) has reasonable grounds to believe that the external Report may entail a risk of retaliation or may not be effectively followed up due to the specific circumstances of the case, such as where evidence may be concealed or destroyed or where there is a grounded fear that the recipient of the Report may be colluding with or involved in the violation.

8. PROHIBITION OF RETALIATION (ART. 17 OF ITALIAN LEGISLATIVE DECREE 24/2023)

Pursuant to Decree 24, the bodies, companies and Whistleblowers operating within them or otherwise interacting with the Group (Art. 3, Italian Legislative Decree no. 24/2023) may not suffer any retaliation because of the Report.

The prohibition of retaliation is the instrument provided for by Italian Legislative Decree no. 24/2023 to ensure the protection of the *whistleblower*, *i.e. the prohibition to engage in any threatened or attempted conduct, whether by action or omission, as a result of the report, which may directly or indirectly cause unfair damage to the whistleblower.*

By way of example, the following constitute retaliation:

- dismissal, suspension or equivalent measures;
- demotion/downgrading or non-promotion;
- change of duties, change of workplace, reduction of salary, change of working hours;
- suspension of training or restriction of access to training; demerits or negative references;
- the adoption of disciplinary measures or other sanctions, including fines;

- coercion, intimidation, harassment or ostracism;
- discrimination or otherwise unfavourable treatment;
- failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the employee had a legitimate expectation of such conversion;
- non-renewal or early termination of a fixed-term employment contract;
- damage, including to a person's reputation, particularly on social media, or economic or financial loss, including loss of economic opportunities and loss of income;
- inclusion in improper lists on the basis of a formal or informal sector or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;
- early termination or cancellation of a contract for the supply of goods or services;
- cancellation of a licence or permit;
- a request to undergo psychiatric or medical examinations.

9. WHISTLEBLOWER PROTECTION MEASURES

The Company guarantees the confidentiality of the Whistleblower from the moment the Report is received, even if such Report subsequently proves to be erroneous or unfounded.

Reports cannot be used beyond what is necessary to properly follow up on them.

The identity of the reporting person and any other information from which their identity can be directly or indirectly inferred cannot be disclosed without the express consent of the reporting person to individuals other than those competent to receive or follow up on the reports.

In the context of the disciplinary process, the identity of the reporting person cannot be disclosed, where the disciplinary charge is based on distinct and additional findings, even if they result from the same report. If the charge is based, in whole or in part, on the report, and the knowledge of the reporting person's identity is essential for the defense of the accused, the report will only be usable for disciplinary proceedings in the presence of the express consent of the reporting person to disclose their identity.

Notice is given to the reporting person through written communication of the reasons for the disclosure of confidential data in the following two scenarios:

- In the disciplinary process, where revealing the identity of the reporter is essential for the defense of the subject accused of a disciplinary charge;
- When disclosing the identity of the reporting person is also essential for the defense of the person involved.

The same duties of conduct, aimed at assuring the confidentiality of the Whistleblower, to which the members of the Body are bound, are also incumbent on the manager of the department responsible for disciplinary proceedings.

In the event of transmission of the Report to other structures/organisations/third parties for the purpose of carrying out investigations, only the content of the Report must be forwarded, excluding all references from which it is possible to directly or indirectly trace the identity of the Whistleblower.

No form of direct or indirect retaliation or discrimination against the Whistleblower will be tolerated, in respect of the working conditions, due to reasons connected directly or indirectly with the Report.

The Company prosecutes wilful misconduct or gross negligence on the part of the Whistleblower, as well as any conduct involving slander or defamation. In such cases, in addition to the sanctions provided for in the Company's Disciplinary System, the "exclusion clause" from the company's protections, as provided for by the Law, shall also apply in the event of a finding in the first instance of liability for slander or defamation of the Whistleblower acting in bad faith.

In any case:

- any acts of direct or indirect retaliation or discrimination against the Whistleblower, for reasons connected directly or indirectly with the Report made are strictly prohibited;
- sanctions are envisaged for anyone who violates the Whistleblower protection measures as well as for anyone who with wilful misconduct or gross negligence makes violation Reports that turn out to be unfounded;

- the burden of proving that such conduct or acts are motivated by reasons unconnected with the Report, public disclosure or whistleblowing lies with the perpetrator: there is a *juris tantum* causal link between the damage suffered by the Whistleblower and the retaliation suffered as a result of the Report;
- retaliatory or discriminatory dismissal of the Whistleblower shall be null and void. Any change of duties as well as any other retaliatory or discriminatory measure adopted against the Whistleblower, are also null and void. In particular, Decree 24/2023 has impacted Article 4 of Law 604/1966 on the subject of dismissals, with the introduction of the new case of "*dismissal resulting from the exercise of a right or a report made to the legal authority or the Court of Auditors or public disclosure made pursuant to Italian Legislative Decree no. 24/2023*";
- it is up to the Whistleblower to report any retaliation suffered to the ANAC, which shall accordingly inform the National Employment Inspectorate.

10. SANCTIONS AND DISCIPLINARY SYSTEM

Any abuse of this procedure, such as Reports found to be unfounded, made with wilful misconduct or gross negligence, or those that are clearly opportunistic and/or made with the sole purpose of harming the reported person or other persons, and any other case of improper use or intentional exploitation of this Policy, shall give rise to liability in disciplinary and other competent places.

It is agreed that the Company may take all appropriate disciplinary and/or legal measures against anyone who, in bad faith, makes false, unfounded or opportunistic Reports and/or purely in order to slander, defame or damage the reported person or other subjects mentioned in the Report.

The sanctions will be proportionate to the extent and seriousness of the misconduct ascertained and may also extend to termination of the relationship, in accordance with the applicable statutory provisions of law and regulations and national collective bargaining agreements.

The provisions and general principles of the Code of Ethics and the Organisation and Management Model are recalled here and in full pursuant to Italian Legislative Decree No. 231/2001 - General Part.

Finally, it should be noted that pursuant to Article 21 of Decree 24/2023 (Sanctions), ANAC also applies administrative sanctions to the private sector if it establishes that retaliation has been committed or that Reports have been hindered or an attempt has been made to obstruct them or that the obligation of confidentiality has been breached.

11. PERSONAL DATA PROCESSING

Reporting an unlawful act within the organisation has a significant impact on the processing of the personal data of those involved in the Report: the Whistleblower, the reported person, the receiving body, the witnesses and/or the organisation/company. In this procedure, the Calzedonia Group complies with current legislation on privacy, as already mentioned, with the Organisation and Management Model 231, with the warnings of the Data Protection Authority as set out in Decree 24/2023 and explained in the Guidelines given by ANAC (Articles 3.2, p. 35 and 4.1.3, p. 52 *et seq.*) as well as the role of the SB. The Decree 24/2023 is the legal basis and lawful grounds of the Data Processing, binding on all Recipients, in connection with and for the purposes of this procedure.

About the processing of personal data, specific and detailed information are available in dedicated privacy notice in the Calzedonia Group Platform for each Company and in the ANAC Platform ([link](#))