



PTI ITALIA S.P.A.

WHISTLEBLOWING POLICY

**Annex to the Organisation, Management and Control Model of PTI Italia
S.p.A.**

TABLE OF CONTENTS

1. PREAMBLE AND PURPOSE	2
2. RECIPIENTS AND CORPORATE FUNCTIONS INVOLVED	3
3. EVENTS OR FACTS TO BE REPORTED	3
4. REPORTING MODALITIES.....	4
5. VERIFICATION OF ALERTS.....	5
6. OUTCOME OF THE INVESTIGATION	5
7. REPORTING.....	6
8. FILING	6
9. DISCIPLINARY SYSTEM.....	6

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1. PREAMBLE AND PURPOSE

Law No. 179 of 30 November 2017 amended Legislative Decree No. 231/2001 (hereinafter, the 'Decree'), requiring the adoption of specific reporting channels that allow all Recipients of the Organisation, Management and Control Model to send accurate reports of any unlawful conduct falling within the scope of the Decree, or of any breach thereof, while providing adequate measures to protect the reporting party, both in terms of confidentiality and the prohibition of any form of reprisal.

The legal basis of the aforementioned regulations is also supported by EU Regulation 2016/679 for the protection of personal data and EU Directive 1937/2019 with regard to the protection of persons reporting breaches of EU law, which is in the process of being enacted by the Italian lawmaker. Following the transposition of this directive, the Company will supplement and/or amend this procedure in accordance with its provisions.

PTI Italia S.p.A. (hereinafter referred to as the "**Company**" or "**PTI Italia**"), in compliance with the above-mentioned regulations as well as with the provisions contained in Chapter 6 of its Organisation, Management and Control Model, as well as in Chapter 2 of its Code of Ethics and Conduct, has implemented a system aimed at developing a corporate culture marked by fairness and characterised by virtuous behaviours, thus ensuring a working environment in which employees can serenely report any unlawful conduct, activating the bodies in charge of such purposes. PTI Italia, therefore, has decided to set in a specific procedure the tools available for that purpose to the Recipients of the Organisation, Management and Control Model.

In fact, this procedure, which constitutes an integral part of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/01 adopted by the Company (the '**Model**') is aimed at defining appropriate communication channels for the receipt, analysis and processing of reports of possible unlawful conduct within the Company.

In line with the provisions of the General Section of the Model, the Company prohibits and stigmatises any act of retaliation or discrimination, whether direct or indirect, against anyone who reports unlawful conduct, for reasons directly or indirectly linked to the report, by providing for appropriate sanctions, within the disciplinary system, against anyone who violates the measures to protect the reporting person; at the same time, the Company undertakes to adopt appropriate sanctions against anyone who makes reports that turn out to be unfounded, with gross negligence or wilful misconduct.

The Company's Supervisory Body (hereinafter, the '**SB**'), to the extent of its competence, has the duty to conduct investigations on each report received and on the correct and effective application of this procedure, having the power to request the necessary documentation from the functions involved.

2. RECIPIENTS AND CORPORATE FUNCTIONS INVOLVED

This procedure concerns all employees and contractors of the Company, members of the Company's corporate bodies and all those who, although outside the Company, operate directly or indirectly on its behalf (e.g. para-subordinate workers, agents, distributors, suppliers, business partners, etc.) (the '**Recipients**'). It is therefore communicated to all Recipients by appropriate means of communication.

The Company's SB is responsible for collecting reports, carrying out a preliminary examination of the same, ensuring the anonymity and confidentiality of any information concerning the reporting person in order to guarantee him/her against potential retaliatory acts of any kind, without prejudice to legal obligations and the protection of the rights of the Company and of persons wrongly accused and/or in bad faith; the SB is also responsible for *reporting* to the Company's Board of Directors.

3. EVENTS OR FACTS TO BE REPORTED

The following must be reported:

- unlawful conduct constituting one or more offences from which the entity may become liable pursuant to Legislative Decree 231/01;
- conduct which, although not constituting any offence, has been committed in breach of the rules of ethics and conduct, procedures, protocols or provisions contained in the Model and/or the Company's Code of Ethics.

The report, sufficiently circumstantiated and based on precise and concordant facts, must be made by providing the following information, together with any supporting documentation:

- Name of the reporting person;
- Clear and complete description of the conduct, including omission, that is the subject of the report;
- The time and place in which the acts were committed and the related conduct;
- Persons involved, company structures/organisational units involved;
- Any third parties involved or potentially harmed;
- any other information that may prove useful in establishing the existence of the facts reported.

Reports made for the mere purpose of retaliation or intimidation, or ungrounded reports made with gross negligence or wilful misconduct shall be sanctioned. Any communication that proves to be unsubstantiated on the basis of objective elements and that is, again on the basis of objective elements, made with the sole purpose of causing unfair harm to the reported person shall be sanctioned.

The Company, and all the persons involved in the management of the report, undertake to observe the utmost confidentiality regarding the persons and facts reported, using, to this end, communication criteria and methods suitable to protect the identity and reputation of the persons mentioned in the reports (see paragraph 4 below), so that the person making the report is not subject to any form of retaliation, and in any case avoiding the communication of the data

acquired to third parties who are not involved in the report management process governed by this procedure.

Under no circumstances may the identity of the reporting person be disclosed without his or her express consent.

Bona fide whistleblowers will be guaranteed against any form of retaliation, discrimination or penalisation.

Anonymous reports limit the Company's ability to effectively verify what has been reported, as it is impossible to establish an efficient information channel with the reporting person. They will therefore only be taken into account if adequately substantiated and detailed and concerning potential wrongdoing or irregularities assessed as serious. The credibility of the facts represented and the possibility of verifying the truthfulness of the breach from reliable sources will be among the factors relevant to assessing anonymous reporting.

4. REPORTING MODALITIES

The report can be submitted via the following channels.

To the (local) SB via:

- E-mail box at odv@phoenixintl.com, access to which is restricted to members of the Supervisory Body; or
- Ordinary mail to the address Via Tortona 9, 20144, Milan (MI), for the attention of the Supervisory Body of PTI Italia S.p.A. marked "private and confidential".

To the Chief Compliance Officer of Phoenix Tower International via the following reporting channels:

- *online*, via the PTI listening channel at <https://secure.ethicspoint.com/domain/media/en/gui/55009/index.html>; or to the
- local *hotline* numbers shown on the PTI listening channel posters located in all offices, on the EthicsPoint website and on the PTI intranet site.

Any Recipient who receives a report outside the above-mentioned institutional communication channels shall promptly deliver it in original and with any attachments:

- if in paper form, to the Company's SB;
- if in electronic form, to the e-mail address odv@phoenixintl.com

in accordance with criteria of the utmost confidentiality and in a manner appropriate to protect the reporting party as well as the identity and integrity of the persons reported, without prejudice to the effectiveness of any and all subsequent verification activities.

In the event of a report received orally, each recipient shall promptly notify the SB in writing using one of the institutional channels indicated above.

Persons entrusted with the receipt/forwarding of ordinary mail containing reports are expressly forbidden to open such correspondence.

5. VERIFICATION OF ALERTS

As soon as a report is received, the SB preliminarily verifies its relevance and the appearance of groundedness, in coordination with the Legal Function and, if necessary, with the assistance of an external legal advisor, who is bound to confidentiality on the activities carried out.

The SB then registers, by means of an identification code/name, the report, ensuring the traceability and correct archiving of the documentation also in subsequent phases.

Although the duration of the investigation cannot be defined in advance, given the specificity of each case, the SB will promptly analyse the reports.

The SB classifies reports into:

- **Irrelevant reports**: in this case, the SB will inform the reporting person and file the report;
- **Bad faith reports**: the SB forwards the report to the Legal Function, for it to assess the initiation of possible disciplinary proceedings;
- **Substantiated reports**: if the SB considers that there is sufficient evidence of potentially unlawful conduct or conduct in breach of the Model, such as to allow the opening of an investigation, it initiates the verification phase.

The investigative phase takes the form of carrying out targeted checks on the reports, enabling the identification, analysis and evaluation of the elements confirming the justification of the reported facts.

In this phase, the SB, operating closely with the Legal Function, may decide to avail itself, if necessary, of the assistance of further internal support staff and of the corporate Functions identified according to the subject of the report, as well as of external professionals.

The person/function in charge of carrying out the verification:

- must ensure that it is carried out in a fair and impartial manner; this implies that each person involved in the investigation can be informed - once the investigation has been completed - of the statements made and the evidence obtained against him or her and that he or she is put in a position to respond to them;
- may avail itself of the support of technical advisers (such as external professionals or in-house specialists) on matters that do not fall within its specific competence.

Information gathered in the course of the verification must be handled with due discretion and kept within the verification team.

Upon completion of the checks, a report must be issued which shall:

- summarise the course of the investigation;
- set out the conclusions reached and provide any supporting documentation;
- provide recommendations and suggest actions to be taken to remedy violations detected and ensure that they do not occur in the future;
- be addressed to the Board of Directors of the Company.

6. OUTCOME OF THE INVESTIGATION

The investigation phase can result as follows:

- **negative outcome**, the report is then archived;

- **positive outcome:** in this case, the SB sends the outcome of the verifications carried out to the Company's Board of Directors, in order to allow the latter to adopt the necessary countermeasures and any disciplinary sanctions.

7. REPORTING

Communications may take place between the (local) Supervisory Body and the Chief Compliance Officer of the parent company Phoenix Tower International for the purpose of informing each other of reports received by one but of interest (possibly also) to the other. In this regard, regular meetings are planned for mutual updating and sharing of all relevant aspects.

The SB also informs the Company's Board of Directors on the status of the reports received, when issuing periodic reports.

8. FILING

The documentation used in the performance of activities (even in the case of non-relevant reports) must be kept, by the SB, in a special archive.

It will be the responsibility of the person/function in charge of carrying out the verification to transmit all supporting documentation to the SB upon completion of the activities.

9. DISCIPLINARY SYSTEM

This procedure constitutes an integral part of the Model adopted by the Company. Failure to comply with the principles and rules contained therein is therefore a violation of the said Model and entails the application of the disciplinary system adopted pursuant thereto, see Chapter 8.