



## Whistleblowing Policy

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## FOREWORD

Goglio Group (hereinafter “Goglio Group”) has always been particularly focused on preventing risks which may compromise the responsible and sustainable management of its business. Compliance with the values and principles enshrined in its Code of Ethics is the responsibility of all — those who work in the Group, those who work on behalf of the Group and third parties.

In this regard, in compliance with Legislative Decree n. 24 of 2003 (the “Decree”), implementing the Directive (UE) 2019/1937, the Group has introduced a Whistleblowing Procedure, an online tool available to anyone who wishes to report situations which may result in damage or detriment to the company such as fraud, general risk or a potentially dangerous situation.

The tool is one of the internal control systems adopted by the Terna Group to combat corruption, ensure correctness and transparency in the performance of its business and activities, and safeguard the Group's position and reputation.

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## SCOPE OF THE PROCEDURE

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This policy aims at regulating the methods of making and handling reports of misconduct or suspected unlawful acts, carried out both from within and outside the Group, in order to counter any form of unlawful or unethical conduct with the involvement of all employees and third parties.

The Policy governs all phases for making the reports and the protections that Goglio Group ensures to whistleblowers and persons reported to it, pending the ascertainment of the merits of the report and of any liability.

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## WHISTLEBLOWERS AND REPORT

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Reports may be made by all employees and/or collaborators of the Goglio Group (by way of example and not limited to, employees, including self-employed workers; those who have a professional relationship with the Group; freelance professionals and consultants; volunteers; trainees, including unpaid ones) and by anyone who has business relations with the Group (customers, suppliers, business partners), as well as third parties.

“Report” means any communication concerning behavior (of any nature, including also mere omissions) and/or information that may constitute the grounds of a criminal offence or, in any case, inappropriate conduct, misconduct or alleged breach of the principles expressed in the Code of Ethics, in the Organizational Model pursuant to Legislative Decree No. 231/2001 (where applicable), in the policies and procedures, and by laws and regulations applicable to the Group.

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## SUBJECT OF REPORTS

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Acts, facts or omissions that may constitute violations - by personnel, members of corporate bodies or third parties (customers, suppliers, consultants, collaborators) having business relations and relationships with the Company - of the rules governing the Company's activities, and in particular the Code of Ethics of the Goglio Group, the Organizational Model pursuant to Legislative Decree 231/2001 (in jurisdictions where applicable), the Policies and procedures adopted by the Group and the Laws and Regulations applicable to the Group, may constitute the subject of reporting for the purposes of this procedure.

In particular, pursuant to the Decree, the following can be reported:

- (a) violations of national and European provisions consisting of offences concerning the following areas: public procurement; services, products and financial markets and prevention of money laundering and financing of terrorism; product safety and compliance; transport safety; 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;
- (b) infringements of European provisions consisting of: (i) acts or omissions detrimental to the Union's financial interests<sup>1</sup>; (ii) acts and omissions relating to the internal market<sup>2</sup>; (iii) acts and behavior which frustrate the object or purpose of the provisions of Union acts in the abovementioned areas.

For the report to be worthy of consideration, it is required that:

- must be made in good faith;
- must be substantiated and based on precise and consistent factual elements;
- must concern facts that can be identified and known directly by the whistleblower;
- must contain, if known, all the information necessary to identify the perpetrators of the potentially unlawful conduct.

It is the responsibility of the whistleblower, even one who is anonymous, to make reports in good faith, i.e., based on the belief that the facts stated are true (regardless of whether the facts reported are then corroborated by subsequent investigations), and in line with the spirit of this Policy: reports that are manifestly unfounded, opportunistic and/or made for the sole purpose of damaging the person concerned by the report or, in any event, persons covered by it, will not be taken into consideration and may give rise to penalties and/or actions before the competent Judicial Authority.

<sup>1</sup> Art. 2 paragraph 1 letter a) n. 4) of the decree

<sup>2</sup> Art. 2 paragraph 1 letter a) n. 5) of the decree. This includes all infringements of EU competition and State aid rules, as well as infringements concerning the internal market linked to acts infringing corporate tax rules or mechanisms the purpose of which is to obtain a tax advantage which defeats the object or purpose of the applicable corporate tax law.

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## REPORTING MODALITIES

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In order to ensure the confidentiality of the identity of the whistleblower or the persons involved, the content of the report and the related documentation, the Group has adopted a reporting method that uses channels that are completely segregated from the Goglio Group's IT system.

Reports are sent via:

- web pages on the company website
- dedicated toll-free number.
- ordinary mail;
- specific e-mail

To make a report, the whistleblower must access the following website through their electronic device (PC, Tablet or Smart phone): <https://ethicpoint.eu/goglio-spa-eng/>.

A mask will then open, through which it will be possible to make a report by filling in a dedicated form (hereinafter 'Online Form').

Reports, together with any supporting documents, should be sent by the reporter to the following addresses:

- toll-free number 800985231 from Italy, alternatively or from abroad toll number +390255186649,
- physical mailbox: Via Solari, 10, 20144 Milano, specifying “Goglio Group Ethics Committee” as recipient,
- e-mail: [comitatoetico@goglio.it](mailto:comitatoetico@goglio.it).

Regardless of the channel chosen, the report will be treated promptly, confidentially and professionally. For greater efficiency in the management procedure, it is strongly recommended to submit reports through the website.

The above-mentioned channels guarantee, also by means of encryption tools, the confidentiality of the identity of the reporter, of the person involved and of the person in any case mentioned in the report, as well as the content of the report and of the relevant communication.

The whistleblower must provide the elements that are useful for reconstructing the fact and ascertaining whether the report is well-founded. The report should contain, where possible, the following elements:

- generalities of the reporting person, with an indication of the classification and professional qualification, place of work and contact details. Please note that the report may also be made anonymously;
- place and date/period in which the matter reported occurred;
- clear and complete description of the facts that are the subject of the report;
- generalities or other elements enabling identification of the person(s) who made the reported facts;
- any other persons who may report on the facts that are the subject of the report and any documents that may confirm the validity of such facts;
- any other information that may provide useful evidence as to the existence of the facts reported;
- declaration by the reporter as to the absence or existence of a private interest connected with the report.

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## RECIPIENTS OF REPORTS AND PROCEDURE

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Regardless of the reporting channels used, the reports will be handled, in the first place, by an Ethic Committee, independent and autonomous and able to offer adequate confidentiality and data protection guarantees, as the subject in charge of the handling of the report (hereinafter also referred to as the Ethic Committee), with the task of:

- receive and examine the reports received;
- evaluate the reporting process and ensure its proper functioning.

The Ethic Committee will draw up a special register of the reports (the 'Reporting Register'). In particular, the person in charge will take care of the line of communication with the reporter, confirming receipt of the report and its acknowledgement (within 7 working days).

The materiality check may entail the need to request clarifications or additional information from the whistleblower, through the personal restricted area.

If the report is found to be non-relevant or non-admissible (for cases that are insufficiently supported by evidence, manifestly unfounded or related to conduct or facts not relevant in

relation to this procedure), the procedure will be closed by Ethic Committee and the whistleblower will be notified accordingly.

The reasons for the closure of the procedure will be recorded in the Register of Reports.

On the other hand, if the report is deemed to be relevant, the Ethic Committee will accept to handle it and will provide for a further verification of admissibility after discussion, where necessary, with the specifically competent corporate functions or of the subsidiaries concerned by the facts being reported.

The whistleblower may be asked for clarifications or additional information at this stage as well.

Where deemed necessary and/or appropriate for the purposes of ascertaining whether the report is well-founded, the person in charge may:

- contact the reporter, where possible, and call him/her in for a personal and confidential interview in order to receive clarifications and/or additions to the information and documents provided;
- carry out an interview with any other person who may report on the facts reported;
- carry out any other activity deemed appropriate for the purposes of investigating the report.

In carrying out the preliminary investigation activities, the Ethic Committee may involve other employees, other functions of the Company and/or appoint external consultants, if necessary. The members of the corporate functions involved in the examination of the report are subject to the same confidentiality constraints and responsibilities as the Ethic Committee.

The Ethic Committee keeps the minutes of any meetings relating to the investigation activities conducted.

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## CONFLICT OF INTERESTS

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The procedure ensures that report handling is entrusted to persons who are not in conflict of interest situations.

If the report concerns information about misconduct or unlawful conduct attributable to Ethics Committee or the Supervisory Board (Legislative Decree No. 231/2001), the aforementioned persons are denied access to the report.

In particular, a report about a member of the Ethics Committee or Supervisory Board will be submitted to the Parent Company's Chief Executive Officer; if a report relates to misconduct or unlawful conduct attributable to one or more members of the Board of Directors of the Parent Company or of the management body of a Subsidiary, the Ethics Committee will handle the report, promptly notifying the Parent Company's Chief Executive Officer.

These provisions shall also apply if a conflict of interest occurs at a stage after the report is received, with the persons involved being replaced in their respective roles according to the above rules.

All conflicts of interest situations must be reported without hesitation and recorded in the Register of Reports.

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## DECISIONS REGARDING THE REPORTS

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At the end of the preliminary investigation, the Ethics Committee prepares a report on the activities carried out and on the final assessment of the case, to be shared with the Managing Director of the Parent Company.

It will also enter in the Register of Reports the outcome of the assessment and any imposition of penalties against the person concerned, as well as the possible initiation of legal proceedings against him/her.

In the case of unfounded reports, the Ethics Committee, closes the procedure and records the reasons in the Register of Reports.

The closure of the procedure will be communicated to the whistleblower, where possible.

In the event of reports that are manifestly unfounded or submitted in bad faith, made for the sole purpose of discrediting one or more persons or corporate functions or the Company or otherwise vexatious towards Company employees, the Ethics Committee involves the Human Resources Department (and possibly the Board of Directors of the company concerned) to establish the necessary penalties deemed most appropriate from time to time to be imposed on the perpetrator of unfounded reports, not excluding — if the conditions are met — a possible complaint to the competent Judicial Authority.

On the other hand, no action or penalty is envisaged against those who report in good faith facts found to be unfounded in subsequent checks.

If, as a result of the assessment conducted, the report is founded, or in any case appears to be so, Ethics Committee promptly notifies the Managing Director of the Parent Company and the other specifically competent corporate functions), which will take the necessary decisions and adopt the measures resulting from the report, including any reporting of criminal, civil and/or administrative offences to the Judicial Authority.

The Ethics Committee will carry out, all activities designed to assess the facts covered by the report, making use — where deemed necessary due to the nature and complexity of the checks and respecting the confidentiality of the situations and persons concerned by the report — both of the specialist support of corporate structures and functions of the Parent Company or the subsidiaries, and of any external consultants.

In order to ensure timeliness and effectiveness, the Ethics Committee will communicate the decision based on the report to the whistleblower within a maximum period of three months and in any case as soon as possible on the basis of relevance and severity from accepting the report, informing the whistleblower of the measures taken following the investigations carried out.

Where the whistleblower is jointly responsible for the reported violation, he/she shall be given preferential treatment vis-à-vis other jointly responsible persons, except in cases where the whistleblower's conduct is particularly and critically serious.

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## REPORTS RELEVANT EX DLGS 231/01

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If the report is relevant for the purposes of Legislative Decree No. 231/2001 (applicable in Italy), since it includes a breach of the Organizational Model or the Code of Ethics or one of the offences provided for by the said Decree, the information is sent to the Supervisory Board of the company concerned.

Having been informed of the report, the Supervisory Board, in compliance with the principles of confidentiality and/or anonymity of the whistleblower, will collaborate in the report's assessment and handling, will take the necessary decisions and will adopt the measures resulting from the report relevant for the purposes of Legislative Decree No. 231/2001, in accordance with the relevant procedure.

In addition to traditional channels, reports relevant for the purposes of Legislative Decree No. 231/2001 can be sent through:

- an e-mail sent to the address of the Supervisory Board;



- an ordinary mail, indicating the Supervisory Board of the company concerned as the recipient.

## **PROTECTION OF THE WHISTLEBLOWER AND THE PERSON CONCERNED BY THE REPORT**

The legislation recognizes certain protections for whistleblowers. In addition to the right to confidentiality, these consist, on the one hand, in the employer's prohibition against retaliation for whistleblowing and, on the other hand, in the nullity regime of retaliatory acts that may be suffered in violation of this prohibition.

### A) PROTECTION OF THE WHISTLEBLOWER'S IDENTITY

The Goglio Group ensures the confidentiality of the whistleblower's identity and the confidentiality of the information contained in the report throughout the case management process and by all persons involved, within the limits in which applicable local laws protect anonymity and confidentiality.

Failure to comply with confidentiality obligations may result in disciplinary liability against the perpetrator, without prejudice to further liabilities provided for by law.

It is the duty of the Ethics Committee to guarantee the confidentiality of the whistleblower - as well as of any other information from which the identity of the whistleblower can be directly or indirectly deduced - from the moment the report is taken into account, even in the event that the report subsequently proves to be erroneous or unfounded.

All those involved in the handling of the report are required to protect its confidentiality.

Disclosure of the identity of the whistleblower and of any other information is only allowed if this is a necessary and proportionate obligation in the context of investigations by national authorities or judicial proceedings. The reporter shall be informed of the necessary disclosure before his identity is divulged, unless this would prejudice the related investigations and judicial proceedings

### B) PROTECTION OF THE WHISTLEBLOWER FROM RETALIATORY AND DISCRIMINATORY ACTS

The Goglio Group undertakes to protect the whistleblower reporting in good faith, and anyone who participated in the investigation, against any form of retaliation, discrimination or penalization for reasons related, directly or indirectly, to the report.

The Goglio Group does not tolerate any threats, retaliation and/or discrimination against the whistleblower.

Retaliation and/or discrimination mean unjustified disciplinary actions, and particularly dismissal, demotion, unjustified relocation, harassment at work and any other form of retaliation that creates uncomfortable or intolerable working conditions for the whistleblower.

Whistleblowers who believe that they have suffered retaliation and/or discrimination as a result of the complaint made can inform their direct Manager or the Human Resources Department, so that an assessment can be made of whether the circumstances exist to initiate disciplinary proceedings against the perpetrator of the retaliation and/or discrimination.

The whistleblower who believes he has suffered a retaliatory and / or discriminatory act as a result of the complaint made may notify his hierarchical superior or the Human Resources Department, so that he assesses the existence of the extremes to initiate disciplinary proceedings against the author of the retaliation and / or discrimination, without prejudice to the right of the beneficiaries to legal protection in the event of criminal or civil liability on the



part of the whistleblower in connection with the falsehood of what has been declared or reported.

Waivers or settlements, in whole or in part, which relate to the rights and protections provided for in the decree are not valid, unless they are made in the protected venues referred to in Article 2113, paragraph 4, of the Civil Code.

The whistleblower protections apply only to whistleblowers who report news of an unlawful or inappropriate activity acquired in the environment and on the occasion of their work: improper investigative activities aimed at gathering evidence of wrongdoing are not authorized under any circumstances.

### C) PROTECTION OF THE PERSON CONCERNED BY THE REPORT

The Goglio Groups adopts the same forms of protection envisaged to guarantee the confidentiality of the identity of the whistleblower also for the person allegedly responsible for the conduct or violation, without prejudice to any legal obligation to disclose the name of the whistleblower (e.g. in response to requests by the national judicial authorities).

The Goglio Group guarantees the whistleblower the right to be informed (within a reasonable period of time) of the allegations and of any disciplinary measures against him/her, as well as the right of defense.

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## **RECORD KEEPING OF RECORDS**

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To ensure full traceability of the assessment activities carried out, the Ethic Committee is required to document the reports received in the Register of Reports, accessible to the same function, the Ethics Committee and the Supervisory Board. The external law firm dealing with the first screening activity will have only partial access to the Register.

The reports, and the related documentation, are kept in compliance with the legislation on the processing of personal data, in a manner that ensures their integrity and completeness.

Personal data that are manifestly not useful for the processing of a specific report will not be collected and stored and, if collected accidentally, will be deleted without delay.

Any personal data communicated will be kept for the period of time strictly necessary to handle the report and check its validity and, in any case, for a period not exceeding 2 years from the reporting, after which they will be deleted. This is without prejudice to the possible initiation of disciplinary and/or judicial proceedings in respect of which the data could be kept for the entire duration of the proceedings and for a further 10 years from their conclusion.

The Privacy Policy is published on the website <https://ethicpoint.eu/goglio-spa-eng/>.

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## **EXTERNAL REPORTING**

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ANAC (Autorità Nazionale Anticorruzione) has activated an external reporting channel, which can directly receive reports only if at least one of the following conditions is met:

- the internal reporting carried out has had no follow-up;
- there are reasonable grounds to reasonably believe that, on the basis of the concrete circumstances attached and information actually obtainable and, therefore, not on mere assumptions, if an internal report were made, it would not be effectively followed up or could entail the risk of retaliation against the whistleblower;

- there are reasonable reasons for believing that the infringement may constitute an imminent or manifest danger to the public interest.

Access to the reporting channel is available on the ANAC institutional website.

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## PROCEDURE UPDATE AND PUBLICATION

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This procedure and any amendments thereto shall be approved by the Board of Directors.

The contents of this procedure may be subject to updating in order to reflect new legislation or organizational changes that will take place on the subject, as well as whenever such updating is appropriate.

This procedure is made available on the Company's website at <https://www.goglio.it/en/quality/>

## ANNEX 1 - PROCEDURE FOR SUBMITTING REPORT

### WHISTLEBLOWING

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The Goglio Group provides various channels through which potentially inappropriate, incorrect conduct or alleged violation of the principles expressed in the Code of Ethics, in the Organizational Model Legislative Decree 231/2001 (where applicable), in the Group's policies and procedures and, in general, potential violations of laws or regulations can be reported confidentially:



By filling out the form available at the following website <https://ethicpoint.eu/goglio-spa-eng/>



By telephone through the toll-free number 800985231 reachable from Italy, alternatively and from abroad through the toll number +390255186649



By ordinary mail: *Via Solari, 10 Milan* – indicating as recipient “*Comitato Etico Gruppo Goglio*”



By e-mail to [comitatoetico@goglio.it](mailto:comitatoetico@goglio.it)



More information can be found in the Group's *Whistleblowing Policy*