



WHISTLEBLOWING DISCLOSURE

PROVIDED PURSUANT TO ARTICLE 5 OF ITALIAN LEGISLATIVE DECREE NO. 24/2023

In implementation of **Directive (EU) 2019/1937, Italian Legislative Decree No. 24 of 10 March 2023** was issued concerning the protection of persons reporting breaches of European Union law, establishing provisions regarding the protection of persons reporting breaches of national laws or regulations (hereinafter the "**Whistleblowing Act**").

In compliance with the Whistleblowing Act, **XENIA S.p.A. SB** (hereinafter "**XENIA**") has implemented specific internal reporting channels and adopted **procedures for managing reports** (hereinafter the "**Whistleblowing Procedures**").

Provided below is the information necessary to make reports in compliance with the Whistleblowing Act and the provisions of the Whistleblowing Procedures and, consequently, to be able to benefit from the relevant forms of protection.

WHO CAN FILE REPORTS

Reports may be made by those who fall into one of the following categories:

- **company employees;**
- **contract workers, freelance professionals, and other consultants who carry out their work for the Company;**
- **employees and collaborators of suppliers that provide the Company with goods, services and works;**
- **volunteers and (paid or unpaid) interns;**
- **shareholders and persons with powers of administration, management, control, supervision or representation in relation to the Company, even where such functions are exercised on a purely *de facto* basis.**

Protection of the whistleblower applies even when the legal relationship has not yet begun if the information on the violations was acquired during the selection process or in other pre-contractual phases, during the probationary period, or following the dissolution of the legal relationship if information on the violations was obtained during said relationship.

Anonymous reports, although they do not constitute "reports" as defined by the Whistleblowing Act, **are taken into consideration and managed** through the Company's internal channels so long as they contain detailed factual elements sufficient to verify the issue being reported. It should also be noted that, in the event of an anonymous report, **the protections provided by the Whistleblowing Act shall apply to the whistleblower** that was **subsequently identified** and had **suffered consequences**.

WHAT CAN BE REPORTED

In compliance with the Whistleblowing Act, acts or failures to act of which the whistleblower has become aware **within the context of work** and which harm the integrity of the Company or the public interest may be reported, such as:

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- **relevant illicit conduct pursuant to Italian Legislative Decree No. 231/2001 or violations of the related Organization, Management and Control Model or of the Code of Ethics;**
- **offenses that fall within the scope of application of European Union or national legislation, including Italian legislation implementing European Union legislation**, relating, in particular, to the following areas: public procurements, environmental protection, food safety, public health, consumer protection, protection of privacy and of personal data, and the security of networks and other information systems;
- **acts or omissions that harm the financial interests of the European Union;**
- **acts or omissions concerning the domestic market**, including infringements of European Union regulations on competition and State aid, as well as on business taxation;
- **acts or conduct that go against the object or purpose of the provisions** of European Union legislation in the areas specified above.

Reports must contain supporting information, **including well-founded suspicions regarding violations committed** or that, based on **concrete evidence, could be committed within the context of work**, as well as any information regarding conduct aimed at concealing such violations.

In accordance with the Whistleblowing Act, claims or **demands related to the personal interests of the whistleblower** that solely relate to the individual's own working relationship, or to the individual's working relationship with superiors, **are not within the scope** of issues that may be reported.

Whistleblowers shall gather **information related to the violation** to be reported, including the following in particular:

- personal details of the whistleblower, relationship with the Company, and contact information;
- a clear and thorough description of the events being reported;
- the time and place in which the events being reported occurred, if known;
- general information and other details that would identify the party or parties committing the alleged offenses, such as position or area in which the individual works, if known;
- an indication of any other parties who may have information about the events being reported;
- any documentation that might confirm the events being reported;
- any other information that may be useful in supporting the events being reported.

CONDITIONS FOR SUBMITTING REPORTS

Whistleblowers enjoy the protections established by the Whistleblowing Act **when the following conditions are met:**

- at the time of the report, the individual has reason to believe that **the information on the violations being reported is true and falls within the scope of events that may be reported;**
- **the report is being submitted in accordance with established procedures.**

These conditions also apply in the event of **filing public reports with law enforcement or fiscal authorities.**

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WHO MANAGES THE INTERNAL REPORTING CHANNELS

The **Company's Supervisory Body** (hereinafter also the "recipient") is responsible for handling reports submitted by way of the available internal channels.

In the event of a report that concerns one or more members of this body, such individual(s) shall abstain from handling the related report, while observing the obligations of confidentiality as defined by the Whistleblowing Act.

The handling of reports may involve other functions or individuals either within or outside the Company so long as the obligations of confidentiality established by the Whistleblowing Act are observed, including, in particular, the prohibition from disclosing the name or other identifying details of the whistleblower without said party's express consent.

Should a whistleblowing report be received by a party other than the recipient specified herein, said party is required to forward the original report, along with any supporting documentation, to the proper recipient immediately (and no later than 7 days from receipt of the report) via the established internal channels in a manner that ensures confidentiality and protects the identity of the whistleblower and of the parties concerned by or otherwise mentioned in the report, without compromising the efficacy of subsequent investigations, and shall notify the whistleblower that the report has been so forwarded.

AVAILABLE REPORTING CHANNELS

CHANNELS WITHIN THE COMPANY

XENIA has provided the following **internal channels** for reports submitted **in writing or orally**:

- **Digital platform:** accessible at <https://xeniahsecureblowing.com> and which also allows for the submission of **oral reports by way of the available voice messaging system**. After accessing the platform, the whistleblower must fill out the form or leave a voice message and follow the instructions provided by the application for the submission of reports;
- **In-person meeting:** should a whistleblower prefer an in-person meeting with the recipient of reports, he or she may use the digital platform to submit a request for a meeting, which will be granted within a reasonable period of time. In such cases, the report will be recorded, subject to the whistleblower's consent, on a suitable storage medium or documented by way of minutes drafted of the meeting. In the event of written minutes, the whistleblower will have the opportunity to verify or amend the details documented and sign off for confirmation.

PUBLIC REPORTING VIA EXTERNAL CHANNELS AND ITALY'S ANTI-CORRUPTION AUTHORITY, ANAC

In the event of acts or omissions harming the integrity of the Company or the interests of the public at large that concern:

- **offenses that fall within the scope of application of European Union or national legislation**, including Italian legislation implementing European Union legislation, relating to the areas specified herein;
- **acts or omissions that harm the financial interests of the European Union**;
- **acts or omissions concerning the domestic market**, including infringements of European Union regulations on competition and State aid, as well as on business taxation;

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- **acts or conduct that go against the object or purpose of the provisions of European Union legislation** in the areas specified above;

it is possible to file reports in accordance with the Whistleblowing Act **via external means, but only as allowed by law and as specified herein.**

➤ **NATIONAL ANTI-CORRUPTION AUTHORITY**

following the procedures established by Italy's anti-corruption authority, ANAC, as published on the authority's website (see <https://www.anticorruzione.it/-/whistleblowing>) in any of the following cases:

- an internal reporting channel is unavailable or does not comply with applicable law;
- an internal report has already been filed, but no action has been taken;
- the whistleblower has valid reason to believe that, if an internal report is made, proper action would not be taken or there would be a risk of repercussions against the whistleblower;
- the whistleblower has valid reason to believe that the offense may result in imminent or blatant harm to the public interest.

➤ **PUBLIC DISCLOSURE**

(i.e. via the media or other means of publication that has the potential to reach a large number of people) under the following conditions:

- the whistleblower has filed internal and external reports or the whistleblower has filed an external report in accordance with the procedures and conditions specified by the Whistleblowing Act, and action has not been planned or taken within the established time frame in response to said filings;
- the whistleblower has valid reason to believe that the offense may result in imminent or blatant harm to the public interest;
- the whistleblower has valid reason to believe that the external report may entail a risk of repercussions or may not lead to proper action given the specific circumstances of the case at hand, such as cases in which evidence may be covered up or destroyed or there are valid fears that those who receive the report may be conspiring with the party who committed or is otherwise involved in the offense itself.

HANDLING REPORTS

The body responsible for managing reports received **via internal channels** is required to:

- **notify the whistleblower of receipt** of the report within 7 days of said receipt;
- **maintain in communication with the whistleblower** and request additional information from same as necessary;
- **follow through diligently on reports** received and conduct any necessary investigations, including with the help of internal personnel or external consultants (while respecting confidentiality obligations);
- **notify the whistleblower** of the outcome or expected outcome of the report (i.e. action taken to verify the events reported, outcome of investigations and any measures to be adopted) within 3 months of the notice of receipt of the report (or within 3 months and 7 days from receipt of the report, in the absence of said notice).

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The procedures for handling reports filed with ANAC via **external channels** are described on the website of said Italian anti-corruption authority.

SAFEGUARDS, LIABILITY AND SANCTIONS

The **Whistleblowing Act** envisages specific **guarantees and safeguards** in favor of the whistleblower—and in certain cases in favor of other expressly identified parties—under specific conditions, as well as specific provisions regarding whistleblower **liability** in relation to the report, public disclosure, or official filing with law enforcement or fiscal authorities and a system of **sanctions** that may be assessed on parties in violation of such provisions.

▪ **CONFIDENTIALITY**

The whistleblower's identity, as well as any details of the report that can lead, directly or indirectly, to the identity of said party, **must not be disclosed to anyone other than the body responsible for managing the report without the express consent of the whistleblower.**

This guarantee of confidentiality also extends to the "facilitator" (i.e. the individual assisting the whistleblower with the reporting process, operating within the same workplace and whose assistance must also remain confidential), **to the individual concerned by the report, and to anyone otherwise mentioned in the report** until completion of the investigation of the report itself and in accordance with the same guarantees granted to the whistleblower.

▪ **REPERCUSSIONS**

Termination of employment, change of duties, or any and all disciplinary measures or other conduct, acts, or omissions, including threats or attempts of same, implemented in response to the internal report, external filing with law enforcement or fiscal authorities, or other public disclosure and that may bring unfair harm to the party concerned **shall not be deemed valid.**

Measures to protect against such retaliation concerning the whistleblower or other individual filing a claim with law enforcement or fiscal authorities or making a public disclosure **as envisaged by the Whistleblowing Act shall also extend to:**

- **any facilitators;**
- **people in the same workplace** as the whistleblower or other party filing a claim with law enforcement or fiscal authorities or making a public disclosure and who are **related to the whistleblower with four degrees of kinship or enjoy any other form of stable personal relationship with the whistleblower;**
- **colleagues** of the whistleblower or other party filing a claim with law enforcement or fiscal authorities or making a public disclosure who work **in the same workplace** and have an ongoing, routine working relationship with the whistleblower;
- **entities owned** by the whistleblower or other party filing a claim with law enforcement or fiscal authorities or making a public disclosure or **for which said parties work**, as well as to entities that operate **in the same business context** as said parties.

Any repercussions believed to have been incurred may be reported to ANAC.

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▪ LIABILITY

The above safeguards **are not ensured in the event of criminal liability of the whistleblower, including in the court of first instance, for the offenses of defamation and libel**, or for such offenses committed by way of the filing with law enforcement or fiscal authorities, or of civil liability for the same offenses **in the event of malice or gross negligence**.

In such cases, the whistleblower or other claimant shall be assessed punitive sanctions.

Unless the act constitutes a crime, all liability, including civil or administrative, is excluded **for the acquisition of information about the violations or for access to such information**.

Furthermore, **the disclosure or dissemination of information about violations is not punishable** when:

- covered by an **obligation of confidentiality**, other than the professional legal or medical confidentiality;
- related to **copyrights**;
- related to the **protection of personal data**;
- harmful to **the reputation of the person involved**,

if, at the moment of said disclosure or dissemination, there was just cause to believe that disclosure or dissemination of the information was necessary in order to uncover that the violation and the reporting, public disclosure, or filing with the authorities was conducted in accordance with the **Whistleblowing Act**. Conversely, criminal or other **liability**, including civil or administrative, **is possible for conduct, acts, or omissions not related** to the reporting, public disclosure, or filing with law enforcement or fiscal authorities **or that was not strictly necessary in order to uncover the violation**.

▪ SANCTIONS FOR WHISTLEBLOWING VIOLATIONS

Without prejudice to any other liability, violations of the Whistleblowing Act or of the Whistleblowing Procedures adopted by the Company shall be an offense worthy of disciplinary action and shall trigger appropriate proceedings and consequent assessment of **disciplinary sanctions as defined under the national collective bargaining agreement and the Company's internal regulations** as suited to the severity of the infraction committed and in accordance with the provisions of applicable law.

More specifically, and as envisaged under the Company's Model of Organization, Management and Control, said disciplinary sanctions shall be assessed in the following cases:

- in the event of verified repercussions or attempts to hinder the reporting of the offense, or when the confidentiality obligation established by applicable law has been violated;
- when it has been verified that no reporting channels have been established, that procedures were not followed for the submission and management of reports, or that such procedures do not comply with the Whistleblowing Act, as well as when it has been verified that the reports received were not properly verified and analyzed;
- in the event of criminal liability of the whistleblower, including in the court of first instance, for the offenses of defamation and libel, or for such offenses committed by way of the filing with law enforcement or fiscal authorities, or of civil liability for the same offenses in the event of malice or gross negligence.

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For such violations (except in the case of criminal conviction for defamation or libel, including following a filing with the authorities), ANAC shall also assess monetary administrative sanctions on the party responsible in accordance with Article 21 of the Whistleblowing Act.

DATA PROTECTION

The handling of personal data related to the management of reports is to be conducted in accordance with European and national data protection legislation (i.e. Regulation (EU) 2016/679 and Italian Legislative Decree No. 196/2003 as amended and No. 24/2023), taking all steps appropriate for the assurance of the rights and freedoms of the data subject.

Personal data that are not clearly useful in the handling of a specific report are not to be collected or, if accidentally collected, are to be eliminated immediately.

Reports and related documentation are to be kept for the period of time needed in order to handle the report and, in any event, for no longer than five years from the date on which the final outcome of the reporting procedures is communicated, in accordance with confidentiality obligations.

The rights of the data subject established under Articles from 15 to 22 of the General Data Protection Regulation (GDPR) may not be exercised by request to the Data Controller or by lodging a complaint pursuant to Article 77 of the GDPR when exercising such rights could effectively compromise the confidentiality of the whistleblower reporting an offense of which they have become aware within the scope of their employment or the functions performed in accordance with Italian Legislative Decree No. 24/2023 (Article 2-undecies of Italian Legislative Decree No. 196/2003). The exercising of such rights may, in any event, be delayed, limited, or excluded by way of justified communication submitted without delay to the party concerned. In such cases, the rights of the data subject may also be exercised by way of the data protection authority following the procedures specified under Article 160 of Italian Legislative Decree No. 196/2003.

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