



BBB S.p.A.

Whistleblowing procedure

BBB SPA Società. a Socio Unico

Sede operativa: VIA BORSA NR.23 – 20900 MONZA MB – ITALY

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Sede legale: VIA LANCETTI NR.28 – 20158 MILANO MI – ITALY

VAT NR: IT 00803620152 – C.S. € 2.500.000,00 i.v.

La società, con delibera del CdA del 20/12/2007, ha adottato il Modello di organizzazione, gestione e controllo ai sensi del D.Lgs n.231 dell'8 Giugno 2001 e successive modificazioni



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1. Purpose

BBB SpA's whistleblowing system is part of the organization's strong commitment to ethical management of its operations.

The whistleblowing system is the tool through which protection is guaranteed to those who report, in good faith, non-compliance or violations. The objective that the tool aims at is to prevent the realization of irregularities within the organization, but also to involve all Stakeholders in an activity of contrasting non-compliance with regulations (compliance), through an active and responsible participation.

The Legislature has passed Law No. 179 of November 30, 2017, on "Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship" (so-called "Whistleblowing Law"), and also the forms of greater protection as prescribed by Legislative Decree No. 24 of March 10, 2023.

The provisions of both decrees defined:

- the protection aspects of the employee who makes a report;
- the obligations of Entities and Companies in terms of non-discrimination of whistleblowers and protection of their confidentiality;
- the necessity of the presence of one or more channels (with computer modalities) that allow reporting parties to submit reports while ensuring the confidentiality of the reporter's identity;
- The prohibition of retaliatory or discriminatory acts against the reporter for reasons related to the report;
- The need to provide for sanctions in the disciplinary system against those who violate the measures for the protection of the whistleblower, as well as those who make malicious or grossly negligent reports that turn out to be unfounded.

This procedure aims to:

- encourage whistleblowers to feel safe in raising concerns about wrongdoing or irregularities;
- Provide the whistleblower(s) with an opportunity to disclose relevant wrongdoing and receive feedback on the action taken;
- Reassure whistleblowers that they will be safe and will be protected from retaliatory action.

2. Field of application

This procedure applies to all stakeholders who wish to make reports.

Stakeholders are defined as all internal and external persons who interact with the organization such as:

- Corporate employees, including managers and executives, board members and trainees/ interns;

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- Workers, including temporary or contract staff, consultants, freelancers, and self-employed workers;
- Former corporate employees and previously employed workers, job applicants and job seekers;
- Volunteers;
- Customers, suppliers and their respective subcontractors, and their staff;
- Shareholders and investors

3. Subject of the report

The purpose of this document is to represent the operational procedures for handling reports and any ensuing investigations, in the face of unlawful conduct based on precise and concordant factual elements of which they have become aware by reason of the functions performed.

Reports are considered relevant if they concern:

- administrative, accounting, civil or criminal offenses;
- violation of the prescriptions contained in the Code of Ethics and Code of Conduct;
- offenses that fall within the scope of application of European Union or national acts; by way of example in the areas of public procurement, services, food safety, animal health and welfare, public health, consumer protection, etc.;
- acts or omissions affecting the financial interests of the European Union such as fraud;
- acts or omissions affecting the internal market such as fraud of the EU budget or corrupt activities;
- acts or conduct that frustrate the object or purpose of the provisions in the areas indicated in numbers 43), 54) and 65).

There is no exhaustive list of crimes or irregularities that may be the subject of whistleblowing.

Reports that concern conduct, risks, crimes or irregularities, whether consumed or attempted to the detriment of the interest of the Entity, are taken up.

This procedure cannot be used for:

- reports on situations of a personal nature having as their object claims or grievances relating to relations with hierarchical superiors or colleagues, as well as relating to the performance of one's job performance;
- reports based on mere suspicions or rumors concerning personal facts that do not constitute wrongdoing: this is because it is necessary both to take into account also the interest of third parties who are the subject of the information reported in the report, and to avoid the Company carrying out internal inspection activities that risk being of little use and in any case costly.

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4.Procedures and other documents

The documents referred to by this procedure are:

- Code of Ethics of the Company;
- Organization, Management and Control Model Ex D.Lgs. 231/2001;
- Privacy Manual.

5.Description of the procedure

The following channel has been defined for the management of reports regarding conduct that may constitute the possible commission of wrongdoing:

- **Platform add-on My Whistleblowing** software suitable for guaranteeing, with computerized methods, the confidentiality of the identity of the reporter, in compliance with the regulations.
- **Mode of transmission:** access the link: <https://areariservata.mygovernance.it/#!/WB/BBB>, filling out the form by entering first name, last name and a personal e-mail address (please do not use the corporate one, as required by the Privacy Guarantor).

The Company may also consider anonymous reports, if they are adequately circumstantiated, and made with a wealth of details, that is, they are such as to bring out facts and situations by relating them to specific contexts (e.g.: documentary evidence, indication of particular names or qualifications, mention of specific offices, proceedings or particular events, etc.).

The report-even the non-anonymous one-must be circumstantiated and have as broad a degree of completeness and comprehensiveness as possible.

The whistleblower is required to provide all available and useful elements to enable the competent parties to carry out the due and appropriate checks and verifications to confirm the validity of the facts being reported, such as:

- i. a clear and complete description of the facts that are the subject of the report;
- ii. the circumstances of time and place in which the facts that are the subject of the report were committed;
- iii. the personal details or other elements that enable the identification of the person(s) who has/have committed the reported facts (e.g., job title, place of employment where he/she carries out the activity);
- iv. any documents supporting the report;
- v. an indication of any other individuals who may report on the reported facts;
- vi. any other information that may provide useful feedback about the existence of the reported facts.

For a report to be circumstantiated, these requirements do not necessarily have to be met at the same time, in view of the fact that the reporter may not be in full possession of all the required information.

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Through the IT channel and thus through the Software, the reporter will be guided through each stage of the report and will be asked, in order to best circumscribe the report, a series of fields that must be filled out compulsorily while complying with the requirements. It is essential that the elements indicated are known directly to the reporter and not reported or referred to by other parties.

Information to be included in the report:

- what happened?
- who is involved: who did what? Were any witnesses present?
- when did it happen?
- where did it happen?
- how did it happen: what means or methods were used?
- whether you are aware of why it happened?



6. Management of reports

Once the report is received according to the channels provided in this procedure, its handling is divided into four stages:

- a) protocolation and custody;
- b) Preliminary investigation;
- c) Preliminary investigation and communication of the outcome;
- d) Archiving.

a. Protocolation and custody

In case the report is made through the Software, it will be the Software itself that will provide for complete and confidential protocolation in accordance with the relevant regulations.

In the case of communications on paper or by other means, upon receipt of the report, the 231 Supervisory Board (hereinafter SB), assigns the reporter a specific alphanumeric ID and proceeds to record on a computer and/or paper register the details of the report, specifically:

- day and time;
- reporting party;
- subject of the report;
- notes;
- status of the report (to be filled in at each stage of the process, e.g., preliminary investigation, investigation and communication of the evidence that emerged, archiving).

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The reporter will, in each case, receive a response that the report has been received within seven days from the date of receipt.

b. Preliminary Investigation

The purpose of the preliminary investigation is to verify the merits of the report received. To this end, the SB meets to assess the contents by carrying out an initial analysis and:

- where it immediately detects that the report is clearly unfounded, it proceeds to file it immediately;
- where the report is not well substantiated it requests, where possible, further information from the reporter. If it is not possible to gather sufficient information to substantiate the report and initiate the investigation it is dismissed;
- in case the report appears to be circumstantiated with precise and concordant factual elements it proceeds with the stages of the investigation.

The SB will provide feedback within a maximum of three months after confirmation of receipt. In the event that the investigation is still not completed within that time, further feedback will be provided later. It is important to remember that for reasons of confidentiality, privacy and legal rights of the parties involved, it is not always possible to share updates on the progress or outcome of investigations. Confidentiality is everyone's right, including the accused person. Therefore, if you are aware of or involved in an investigation, it is critical to maintain strict confidentiality.

c. Preliminary investigation and communication of the outcome

Preliminary investigation is the set of activities aimed at verifying the content of the reports received and acquiring elements useful for the subsequent evaluation phase, guaranteeing maximum confidentiality on the identity of the reporter and the subject of the report.

The main purpose of the investigation is to verify the veracity of the information submitted for investigation, providing a precise description of the facts ascertained, through audit procedures and objective investigative techniques.

The person in charge of the investigation is the SB.

It is everyone's duty to cooperate with the person in charge of the investigation in carrying out the investigation.

Of each investigation, the person in charge of the investigation prepares a final report containing at least:

- established facts;
- the evidence gathered;
- the causes and deficiencies that allowed the occurrence of the reported situation.

The Supervisory Board has the right to call upon external bodies specialized in in-depth and specific investigations, should the investigations require it.

At the outcome of the investigations, when it finds that the report received is unfounded, it will proceed to dismiss the report and notify the reporter.

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In case the report is found to be well-founded, The SB will take action to take the due and most appropriate mitigating and/or corrective actions.

Transmits the outcome of the investigation to the BoD for the possible initiation of disciplinary proceedings aimed at imposing, where appropriate, disciplinary sanctions in line with the provisions of the applicable regulations and the relevant collective bargaining agreements.

d. Archiving

In order to ensure the traceability, confidentiality, preservation and retrievability of data throughout the proceedings, documents are stored and archived both in digital format, through the Software, through password-protected network folders and in paper format, in a special cabinet secured and accessible only by the SB, accessible only to specially authorized and specially trained persons.

All documentation will be kept, subject to further legal deadlines in the cases expressly provided for, for 5 years from the date of closure of activities.

Pursuant to current law and the company's privacy procedures, the processing of personal data of persons involved and/or mentioned in the reports is protected.

7. External reporting channels

The reporter may decide to conduct external reporting if one of the following conditions is met:

1. an internal corporate reporting channel is not provided, active or compliant;
2. the internal report has not been followed up or the response timeframes provided herein have not been met;
3. the reporter has reasonable grounds to believe that the internal report would not be effectively followed up or it may result in a risk of retaliation against the reporter;
4. the reporter has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest.

ANAC staff, in managing the whistleblowing channel, are subject to the same obligations as the manager of the internal channel and must ensure the same protections as provided in this document. Any further information regarding the external reporting channel will be available on the ANAC website in a dedicated section at:

<https://www.anticorruzione.it/per-le-imprese>.

Finally, reporting may also take place through:

- public disclosure through the press or electronic media or otherwise through means of dissemination capable of reaching a large number of people. Public disclosure of violations must take place in compliance with the conditions set by the legislature so that then the person making the disclosure can benefit from the protections recognized by the decree.

Therefore, protection will be recognized if one of the following conditions is met at the time of disclosure:

- a) the reporting person has previously made an internal and external report or has directly made an external report and there has been no response within the prescribed time limit regarding the measures planned or taken to follow up on the reports;

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- b) the reporting person has well-founded reason to believe that the violation may constitute an imminent or obvious danger to the public interest;
- c) the reporting person has well-founded reason to believe that the external report may involve the risk of retaliation or may not be effectively followed up due to the specific circumstances of the concrete case, such as those where evidence may be concealed or destroyed or where there is well-founded fear that the recipient of the report may be colluding with or involved in the perpetrator of the violation;
- d) reporting to the judicial authority.

At the time of reporting or denunciation to the judicial or accounting authority or public disclosure, the reporting or denouncing person must have a reasonable and well-founded reason to believe that the information about the reported, publicly disclosed, or denounced violations is true and within the scope of the regulations.

8. The protection of the reporter

However, the entire process must ensure the confidentiality of the reporter's identity from the time the report is received and at every stage thereafter.

All informations regarding submitted reports, including the identity of the whistleblower, shall be treated as confidential to the maximum extent possible and consistent with the need to conduct an investigation (and, if necessary, take appropriate action). This also applies to any other person who assists the whistleblower in the work context. Exceptions to confidentiality may occur where the Entity has a legal obligation to disclose information or where the case is reported in bad faith. Reports are considered to be made in bad faith if, at the time of transmission, the author knows that the allegation made is untrue.

Information will be shared only with a limited number of authorized persons directly involved in the investigation, in strict adherence to the "need-to-know" principle. This may include external consultants involved in the investigation. The identity of the whistleblower and other information from which his or her identity can be inferred will not be disclosed to anyone outside the named individuals without explicit consent from the whistleblower.

Violation of the duty of confidentiality is a source of disciplinary liability.

To this end, in accordance with current regulations, the Company has established a series of mechanisms aimed at protecting the non-anonymous whistleblower, providing for:

- a) the protection of the confidentiality of the whistleblower;
- b) the prohibition of discrimination against the whistleblower.

a) The protection of the confidentiality of the whistleblower

The use of the Software guarantees the complete confidentiality of the reporter, as only the SB can access the report.

In the case of reports made through any other methods, the recipients, once the report is received and logged, will assign the reporting party a specific anonymous ID. To protect the confidentiality of

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the reporter, the ID will be used in all official documents and communications during the course of the investigative activity.

As part of any disciplinary proceedings instituted against the whistleblower:

- if the facts charged were based on investigations separate and additional to the report, even if consequent to the report, the identity of the reporting person may not be disclosed;
- if the charged facts were based in whole or in part on the report, the identity of the reporting person may be disclosed to the person(s) involved in the report if two requirements are met simultaneously:
- the consent of the reporting person;
- the proven need on the part of the reporting person to know the name of the reporter for the purpose of the full exercise of the right of defense.

b) The prohibition of discrimination against the reporter

The reporting person may not be sanctioned, dismissed or subjected to any discriminatory measures, direct or indirect, affecting working conditions for reasons directly or indirectly related to the reporting.

Discriminatory measures are defined as unjustified disciplinary actions, harassment in the workplace, any changes in job duties or work location, and any other pejorative change in working conditions that is posed as a form of retaliation against the reporting. A reporting person who believes that he or she has suffered discrimination as a result of making a report must give detailed notice to the SB. The reporting person who believes that he or she has suffered discrimination may take legal action against the perpetrator of the discrimination and also against the Company-if the Company actively participated in the discrimination. It should be borne in mind that, in such a case, the law provides for an inversion of the burden of proof, and it will, therefore, be the Company that will have to prove that the change in the whistleblower's working conditions did not originate from the report.

The whistleblower, who has suffered retaliation as a result of the report and has not obtained protection within the company, may apply to the ANAC through the external reporting channel, which acquires the elements necessary to ascertain the retaliation and, if necessary, orders the administrative sanctions provided for by Legislative Decree 24/2023.

Retaliatory acts adopted by the company are considered null and void. Therefore, the judicial authority, ordering their nullity, may take all necessary measures, such as compensation for damages, reinstatement of employment, order to cease the conduct, etc.

9. Extension of protections

The protections provided in this document are extended, in addition to the reporter, to:

- to the facilitator, i.e., the natural person who assists a reporting person in the reporting process;
- to the persons named in the report;
- to colleagues or persons in the same work environment as the reporter;
- to the person accused.

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10. Training and information plan

The managing entity undertakes to provide all employees on a regular basis with clear information on the channel, procedures and prerequisites for making internal, external and public disclosures through various means, such as direct and/or indirect training, circulars, e-mail, company intranet and the website.

11. Violation of procedure

Failure to comply with this procedure entails the possibility of application of the Disciplinary System of BBB S.p.A. for employees of the Company, in line with the provisions of the applicable regulations and the relevant collective bargaining agreements.

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