
	<b>HANDLING REPORTS OF UNLAWFUL CONDUCT “WHISTLEBLOWING” PROCEDURE</b>	Doc. <b>PROC-WB-01</b>
		Rev. no. <b>00</b>
		Date: <b>20/08/2021</b>

# WHISTLEBLOWING


## HANDLING REPORTS OF UNLAWFUL CONDUCT

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## 1. DEFINITIONS

For the purposes of **Italian Law no. 179 of 30 November 2017**, containing "provisions for the protection of persons reporting crimes or unlawful conduct of which they have become aware when working in the public or private sector" (also known as Whistleblowing), amending art. 6 of Italian Legislative Decree no. 231/2001 ("Persons in senior positions and organisational models of the Entity"), the terms listed below, unless otherwise specified, have the meaning ascribed to each of them below:

- **Code of Ethics**: this document is used by the RAM Group to set out all the rights, duties, and responsibilities of the Company with respect to all the parties it has a relationship with in order to achieve its corporate purpose. The Code of Ethics aims to set ethical "standards" of reference and rules of conduct that the Recipients of the Code of Ethics must comply with in their relations with the Company in order to prevent and suppress unlawful conduct.
- **Whistleblowing Reporting Committee (WBRC)**: a collective body of the RAM Group, comprised of the chairman of the *Integrity Committee* and the *Legal Advisor & Internal Auditor* (as a member of the *Integrity Committee*, appointed by the Management Body and having, amongst other things, the duty of receiving, analysing, and verifying Reports.
- **Unlawful Conduct/Violation**: unlawful Conduct/Violation means any action or failure to act, occurring in the course of the working activity, or that has been caused by it, even occasionally, and that has an impact on it, which:
  - constitutes a crime or, in any case, violates laws or rules contained in the Code of Ethics, Procedures, Policies, or any instructions of the RAM Group;
  - constitutes a corrupting or unlawful act - even if only as an attempt.
  - causes or is likely to cause damage or harm to the RAM Group, and that has the characteristics of a crime or, in any case, of conduct in disregard and violation of laws or rules contained in the Code of Ethics, Procedures, Policies, or any instructions of the RAM Group;
- **RAM Group**: subsidiaries, affiliates and/or associates of companies subject to the management and coordination of RAM Holding S.r.l.:
  - Ram Power S.r.l.
  - Officine Ram Power S.r.l.
  - Ram Oil & Gas S.r.l.
  - SIE S.r.l.
- **Report Register**: a register in which WBRC records, upon receipt of a Report, the preliminary information concerning such Report (date of receipt of the Report; name of the Whistleblower, if

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known; reporting method; any attached documents; and a brief summary of the subject of the Report), assigning a sequential number to each Report.

- **Whistleblower**: anyone who witnesses or becomes aware of a Violation committed by the Recipients of this Procedure and/or the Code of Ethics and decides to report it.
- **Reported person**: any person the Whistleblower claims to have committed a Violation or suspected Violation of the Code of Ethics.
- **Report**: any communication by the Whistleblower raising a reasonable and legitimate suspicion or awareness of findings, irregularities, violations, any objectionable behaviour or actions, or any practice that does not comply with the provisions of the Code of Ethics.

## 2. PURPOSE

The purpose of this procedure is to establish clear and well-defined information channels in order to ensure the receipt, analysis, and processing of reports and to establish the activities necessary for their proper handling by the WBRC.


In addition, this procedure aims to:

- ensure the confidentiality of the personal data of the Whistleblower and of the alleged perpetrator of the violation, without prejudice to the rules governing investigations or proceedings initiated by the judicial authorities in relation to the actions reported, or in any case disciplinary proceedings in the case of reports made in bad faith;
- adequately protect the whistleblower against retaliatory and/or discriminatory conduct, whether direct or indirect, for reasons linked "directly or indirectly" to the report;
- ensure a specific, independent, and autonomous channel for reporting.

## 3. SCOPE OF APPLICATION

The **Recipients** of this Procedure are:

- top management and members of the RAM Group's corporate bodies;
- all employees of RAM Group companies;
- suppliers, consultants, contractors, shareholders, and, more generally, partners and anyone who has an interest-based relationship with the RAM Group ("*Third parties*").

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## 4. OPERATING PROCEDURES

### 4.1. SUBJECT OF THE REPORT

The Report must cover **relevant circumstances of Unlawful Conduct based on precise and corroborating information**, or Violations of the Code of Ethics of which the Whistleblower has become aware by virtue of his/her position.

### 4.2. CONTENTS OF THE REPORT

The Whistleblower is required to provide all useful information to allow the WBRC to carry out the necessary and appropriate checks to verify the validity of the information reported.

To this end, the Report should preferably contain the following details:

- personal details of the Whistleblower with an indication of his/her position or function within the company;
- a clear and complete description of the actions reported;
- if known, the time and location of the actions that were carried out;
- if known, the personal details or other details (such as his/her job title and the department in which he/she works) that would make it possible to identify the person who carried out the actions referred to in the Report;
- details of any other persons who may provide information on the actions reported;
- details of any documents that may provide evidence of such actions;
- any other information that may prove useful regarding the substantiation of the information reported.


In the case of **anonymous** Reports, the WBRC reserves the right to take them into consideration on the basis of the seriousness of the actions reported and in relation to the level of detail and accuracy of the contents of the Report.

### 4.3. RECIPIENTS AND PROCEDURE FOR MAKING A REPORT

The Report must be addressed to the WBRC.

The Report may be submitted in the following ways:

- I. electronically, to the e-mail address [segnalazioni@ram-holding.it](mailto:segnalazioni@ram-holding.it) that can be accessed only by the WBRC, which guarantees its confidentiality;
- II. on hard copy, by internal mail in a sealed envelope marked “Confidential/Personal” on the outside, to the following address:

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**RAM Group  
Whistleblowing Reporting Committee  
Via della Burchiella, 19  
48121 Ravenna (RA)**

Upon receiving the Report, the WBRC must proceed as quickly as possible to record it in the Report Register.

Subsequently, the WBRC will carry out an initial examination of the Report in order to make an assessment.

In the case of Reports that are clearly unfounded and/or do not concern Violations and/or where the Report concerns one of the members of the WBRC, the WBRC shall assess the operating procedures to be followed and the company departments to be involved in handling the Report.

#### **4.4. VERIFICATION OF THE VALIDITY OF REPORTS**

All Reports are subject to a preliminary analysis by the WBRC, which checks for the presence of useful data and information in order to assess the validity of the reports.


The WBRC shall perform its verification activities in observance of the principles of impartiality and confidentiality, carrying out any activity deemed appropriate, including interviewing the Whistleblower, if his/her identity is known, and any other person who may provide information on the actions reported.

To this end, the WBRC may make use of the support and assistance of outside legal counsel and/or consultants.

If, at the end of the preliminary analysis phase, the following findings are made:

- **the absence of sufficiently substantiated evidence or the groundlessness of the Report, or that the Report does not concern Unlawful Conduct/Violations**, the WBRC shall close the Report, and inform the Whistleblower accordingly.
- **the Report is found to be valid**, the WBRC, in relation to the nature of the Report, will, depending on the reported person and the subject of the Report, alternatively:
  - i. communicate the outcome of the initial assessment to the Managing Director/Sole Director of the Company or Companies involved, so that he/she may carry out a further assessment and adopt the measures within his/her authority, including, if the necessary conditions are met, the taking of disciplinary action;
  - ii. inform the Board(s) of Directors of the outcome of the initial assessment and plan subsequent actions.

In the event of particularly serious cases, the WBRC may also adopt any further measures and/or actions that, depending on the specific case, are deemed necessary to protect the Company.

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At the end of the verification activities, the WBRC will also consider whether to:

- provide the Whistleblower with feedback on the handling of the Report;
- send an appropriate communication to the head of the department that is the subject of the Report and to the Managing Director/Sole Director, outlining any improvement plan necessary for the removal of the critical issues identified and ensuring their monitoring.

#### 4.5. FILING OF DOCUMENTATION

The purpose of storing and filing the documentation is to allow for the proper traceability of the entire process and to facilitate any subsequent checks.

The personal and specific data provided in the context of the Report shall be processed in accordance with the provisions of European Regulation no. 2016/679 on the protection of personal data (GDPR).

The WBRC is required to retain all documentation supporting the Report for the time necessary to carry out the assessment activities in an electronic and/or hard copy archive. Personal data must be deleted, as a general rule, within 5 years from the completion of the verification of the information set out in the report. This period will be extended in the event of legal or disciplinary action against the reported person or the whistleblower, if he or she has made false or slanderous statements. Information not containing personal data will be retained for 10 years after completion of the verification of the information set out in the report.

### 5. PROTECTIONS AND RESPONSIBILITIES OF THE WHISTLEBLOWER

#### 5.1. PROTECTIONS OF THE WHISTLEBLOWER


The process of handling the Report must be carried out by the WBRC in compliance with:

- the obligations of confidentiality of the Whistleblower and the withdrawal of the right of access to the Report.

With the exception of cases in which there is liability for libel and slander under the provisions of the Italian Criminal Code or Article 2043 of the Italian Civil Code and in cases where anonymity is not enforceable by law, the identity of the Whistleblower must be protected in all circumstances following the Report. Therefore, the identity of the Whistleblower cannot be disclosed without his/her express consent, and all those who receive or are involved in the handling of the Reports are required to protect the confidentiality of such information.

Violating the obligation of confidentiality constitutes grounds for disciplinary liability, without prejudice to other forms of liability provided for by the law.

As regards the disciplinary procedure, the identity of the Whistleblower may be disclosed only in cases where:

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- I. the Whistleblower has given his/her express consent;
- II. the challenge of the disciplinary charge is based, in whole or in part, on the Report, and knowledge of the identity of the Whistleblower is absolutely essential for the Reported Person's defence, provided that this circumstance is raised and proved by the latter during the hearing or by submitting a defence brief.

b) Prohibition of discrimination against the Whistleblower.

No form of retaliation or discriminatory action, whether direct or indirect, affecting working conditions for reasons directly or indirectly related to the report, is permitted or tolerated against the Whistleblower.

Discriminatory actions are understood to mean unjustified disciplinary actions, harassment in the workplace, and any other form of retaliation that leads to intolerable working conditions.

In the case of employees of the Company, those who believe they have been discriminated against because they have made a Report, shall inform the WBRC which, after assessing the existence of the evidence, shall report the alleged discrimination to the Managing Director/ Sole Director of the company or companies involved. The Managing Director/Sole Director shall promptly assess the advisability/need to adopt acts or measures to remedy the situation and/or to remedy the negative effects of the discrimination and the existence of the grounds for initiating disciplinary proceedings against the employee responsible for the discrimination. The Managing Director/Sole Director, in agreement with the lawyer responsible for the specific matter, shall assess the existence of the grounds for initiating disciplinary proceedings against the employee responsible for the discrimination, and request authorisation from the Board of Directors, promptly informing the WBRC.


In the event that the Managing Director/Sole Director is the person who is alleged to be responsible for the discrimination against the employee, the WBRC may call upon the other members of the Board of Directors (if any) and the Board of Statutory Auditors (if established) as an alternative to the Shareholders' Meeting.

## **5.2. RESPONSIBILITIES OF THE WHISTLEBLOWER**

If the Report turns out to be slanderous and/or libellous, the Whistleblower shall be subject to criminal, civil, and disciplinary liability.

Any abuse of *Whistleblowing*, such as reports that are clearly opportunistic and/or made for the sole purpose of harming the Reported Person or other persons, and any other case of improper use or intentional exploitation of the whistleblowing channel, shall also give rise to liability in disciplinary proceedings and in other relevant contexts.



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## **6. PROTECTIONS OF THE REPORTED PERSON**

In the context of all phases of the handling of reports, the WBRC considers how to inform the reported person of the submission of a report against him/her, the conduct of the related proceedings, and the outcome of such proceedings.

In particular, the time at which the reported person is informed of the report against him/her must be assessed on a case-by-case basis, and it must be verified whether the sending of such information could compromise the conduct of the investigations necessary to ascertain the facts reported or whether, on the contrary, the involvement of the reported person is necessary for conducting the investigation.

The Company guarantees, in any case, to process the Reported Person's information in compliance with the legislation in force, also with reference to the protection of personal data (privacy), except for the cases provided for by law that require the Reported Person's name to be disclosed (e.g. requests by judicial authorities, etc.).

## **7. DISSEMINATION, COMMUNICATION, AND INFORMATION**

In order to ensure proper implementation, this Procedure must be made available and communicated to the Recipients.

This Procedure is accessible in electronic format:

- a) directly on the company server in a folder accessible to personnel;
- b) in the company's cloud-based file sharing system.

## **8. SANCTIONS IN ADDITION TO THE DISCIPLINE SYSTEM**

The disciplinary sanctions referred to above are in addition to and do not replace the sanctions provided for by the disciplinary system in force in the individual company, in compliance with the provisions of Italian Law no. 300/1970 (the “*Charter of Workers' Rights*”), the National Collective Labour Agreement in force, and Articles 2118 and 2119 of the Italian Civil Code.

In particular, the sanctions provided for by the disciplinary system and by the National Collective Labour Agreement may also be applied in the event of violations consisting of:

- I. conduct constituting a violation of the measures for the protection of the Whistleblower;
- II. conduct constituting the wilful or grossly negligent submission of serious reports that turn out to be groundless.