

WHISTLEBLOWING POLICY (2023 – A)

1. PREMISE AND OBJECTIVES

Taghleef Industries (hereinafter referred to as the **Company**) has adopted the Organisation, Management and Control Model pursuant to L.D.231/2001 (the **MOG**) and Code of Ethics, as well as Human Resources and other management policies, which set out the principles and rules aimed at governing the actions of the Company itself, its employees and all stakeholders involved in the Company's operations. The Company believes in all stakeholders behaving fairly and in a transparent manner, and to demonstrate this it has adopted, and intends to encourage also with this Policy, the highest standards of professionalism, honesty, integrity and ethical behaviour.

In compliance with L.D. of 10 March 2023, no. 24 (the **Decree**) implementing (EU) directive 2019/1937, the ANAC guidelines, the MOG and the Code of Ethics, and in addition to current company policies, the Company has adopted a system for reporting offences (so-called whistleblowing) for the purpose of facilitating the transmission of reports, to be forwarded also in anonymous and/or confidential form both by the Company's personnel and by all stakeholders, bearers of interests with respect to corporate life, to be understood as such the persons referred to in Decree 24/2023 for example, shareholders, suppliers, third parties, consultants, etc.

Any breach of the MOG and related policies and directives, as well as of the Code of Ethics, will be treated by the Company with the utmost care, fairness and confidentiality. The role of employees and all stakeholders in pointing out possible wrongdoing will be safeguarded. To this end, this policy (the **Policy**) has been drawn up to provide employees of the Company and all relevant stakeholders with a clear procedure for reporting wrongdoing.

This policy, in particular, has been established to ensure that all cases of suspected wrongdoing are reported and managed in a timely, consistent and appropriate manner. In addition, the document aims to:

- a) ensure that all employees and stakeholders feel supported and encouraged to speak up in confidence and report matters they suspect involvement in unlawful, improper or immoral actions or which otherwise cause harm to the company;
- b) encourage the identification and condemn any illicit behaviour, unseemly, or immoral or inappropriate act, or which causes damage to the Company even if this does not constitute an offense pursuant to the Decree;
- c) provide an assurance that all reports will be properly screened, treated independently and confidentially, and handled without fear of retaliation, as required by law.



1.1. REPORTING OF OFFENSES PURSUANT TO THE DECREE

As regards reporting of offenses pursuant to the Decree, it must be kept in mind that said decree regulates reporting, public disclosure and complaints.

Pursuant to the Decree, "violations", i.e. behaviours, acts or omissions that harm the interest of the company as well as those that harm the public interest or the integrity of the public administration, may be the subject of reporting, public disclosure or complaints.

Elements concerning conduct aimed at concealing violations (e.g. concealment or destruction of evidence about the commission of the violation) may also be the subject of reporting, public disclosure or complaints.

Violations may concern both national legal provisions (civil offences, administrative offences, unlawful conduct pursuant to L.D. 231/01 violation) and violations of European Union law such as, for example, environmental offences such as dumping, emissions or other release of hazardous materials into the air, soil or water, or the unlawful collection, transport, recovery or disposal of hazardous waste, etc.

Persons entitled to report an offence may report an offence where they reasonably believe that one or more of the following matters is occurring, has occurred in the past or is likely to occur in the future. Examples include, but are not limited to:

- Administrative, accounting, civil and criminal offences;
- Acts or omissions affecting the financial interests of the EU;
- Acts or omissions affecting the internal market;
- Commission of criminal offences
- Fraud
- Failure to comply with legal obligations
- A danger to the health and safety of any individual
- Sexual harassment
- Conflicts of interest
- Damage to the environment
- A deliberate concealment of information tending to show any of the above
- Accounting or tax violations

1.2. WHAT NOT TO REPORT

Information on violations that can be reported about does not include information that is clearly unsubstantiated, information that is already fully in the public domain, or information acquired on the basis of prying or rumours that are not very reliable (e.g. rumours).

Disputes, claims or requests linked to a personal interest of the reporting person or of the person who has filed a complaint with the judicial or accounting authority that relate exclusively to his/her individual employment relationships (thus excluding, for instance, reports concerning labour disputes, discrimination between colleagues, interpersonal conflicts between the reporting person and another worker) **cannot** be subject to reporting, public disclosure or complaints pursuant to Decree 24/2023 (art. 1 c. 2);



2. PURPOSE AND EFFECTIVENESS OF THIS POLICY

This Policy regulates the process of receiving, analysing and handling reports, public disclosures or complaints transmitted, even in confidential and/or anonymous form, pursuant to the aforementioned Decree, in particular with regard to the protection of persons reporting violations.

This Policy is available on the Taghleef Industries Spa corporate intranet and at www.ti-films.com.

3. RECIPIENTS

The recipients of this Policy are the company's employees, stakeholders, subjects other than those who report (facilitators), lodge a complaint or make public disclosures involved in the report.

3.1. WHO CAN REPORT

- Employees;
- Self-employed workers, as well as workers with a collaboration relationship;
- Employees or collaborators working for Taghleef Industries Spa who provide goods or services;
- Freelancers and consultants;
- Trainees;
- Shareholders and persons with administrative, management, control, supervisory or representative functions;
- Candidates in the selection processes.

4. ELEMENTS AND CHARACTERISTICS OF THE REPORT

It is necessary for the report to be as circumstantial as possible in order to allow for the deliberation of the facts by the persons in charge of receiving and handling reports. In particular, the following must be clear:

- the circumstances of time and place in which the reported event occurred;
- description of the fact;
- overview or other elements enabling the identification of the person to whom the facts reported can be attributed.

It is also useful to attach documents that may provide evidence of the facts being reported, as well as an indication of other persons potentially aware of the facts.

5. PROTECTION OF THE REPORTER

The person (or persons) who, pursuant to this Policy, receive a report and/or who are involved, in any capacity whatsoever, in the investigation and processing thereof, are required to ensure the utmost confidentiality of the persons and facts reported, using, to this end, criteria and methods of communication suitable to protect the identity and honour of the persons mentioned in the reports, as well as the anonymity of the identifying data of the



reporting persons (so-called "principle of confidentiality of the person making the report"), avoiding in any case the communication of the data acquired to persons unconnected with the process of investigating and processing reports. It is also forbidden to retaliate or discriminate, directly or indirectly, against the reporting person for reasons connected, directly or indirectly, to the report (Art. 17 of L.D. 24/2023 - e.g.: dismissal, suspension or equivalent measures, downgrading or non-promotion, change of function, change of workplace, reduction of salary, change of working hours, etc.).

The identity of the reporter must be protected in every context, starting from the moment the report is sent.

A reporting person who, after making the report, believes that he or she has been retaliated against, must provide detailed information about this by using the specific external channel made available by the national anti-corruption authority (ANAC) through the official website www.anticorruzione.it.

6. REPORTING CHANNELS

As stipulated in the Decree, the channels for making reports are as follows:

- i) **Through the 'My Whistleblowing' software** platform, managed via the 'My Governance' platform available on the company website.
The platform is equipped with the possibility of reporting by recording a message. The instruction on how to use this platform are forwarded to the users when they first access the platform.
- ii) **Oral report:** face-to-face meeting with the person appointed to receive reports (external consultant)
- iii) **External channel to report retaliation:** National Anti-Corruption Authority (ANAC) via www.anticorruzione.it.

The above channels were set up by the company exclusively for reporting 'violations', i.e. conduct, acts or omissions detrimental to the interest or integrity of the Company or the public interest or the public administration, as regulated in detail in Decree 24/2023.

For reports received outside the prescribed channels or for reports of conduct that cannot be regarded as 'violations' within the meaning of the Decree, the following applies. The corporate departments receiving such a report are in any case required to forward it without delay (within 7 days) after receiving it, in original copy with any annexes, to the relevant person in compliance with criteria of utmost confidentiality and in such a way as to safeguard the reporter and the identity and integrity of the reported persons, without prejudice to the effectiveness of the subsequent investigative activities, while simultaneously informing the reporting person of the transmission.

SUBJECTS DESIGNATED TO RECEIVE REPORTS:



1. External consultant - Dr. Francesco Alberini (member of the Supervisory Board)
2. External consultant - Industrial Expert Paolo Querini (member of the Supervisory Board)

7. OPERATIONAL MODALITIES FOR HANDLING THE REPORT

The person(s) in charge of receiving reports (external consultant) should handle the reports in the following manner.

The person (or persons) entrusted with receiving reports shall ensure that all appropriate checks are carried out on the verifiable facts reported, through one or more of the following activities, guaranteeing that these steps are carried out in the shortest possible time and in compliance with the principles of objectivity, competence and professional diligence; moreover, appropriate procedures shall be ensured to guarantee transparency and fairness in the performance of the activities involved in the management of reports where the report concerns a member of the same functions to which the reports are addressed:

- a) preliminary verification: the purpose of the preliminary verification is to classify the communications received in order to identify the complaints to be processed under this regulatory tool, and to assess the presence of the necessary prerequisites for the start of the subsequent investigation phase;
- b) verification and preliminary investigation: the objective of the verification activities on reports is to carry out checks, analyses and specific assessments regarding the validity or otherwise of the facts reported, as well as to formulate any recommendations regarding the adoption of the necessary corrective actions on the areas and on company processes affected by the report aimed at strengthening the internal compliance system and ensuring compliance with the code of ethics, against which the managers draw up a specific action plan.

The person(s) designated to receive the reports shall ensure that the necessary checks are carried out: (i) directly by acquiring the necessary information for the assessments from the line structures concerned or (ii) through the other departments of the companies. In case (ii), the structures in charge promote and coordinate the most appropriate checks, also with the help of the competent departments/offices;

- c) archiving: at the end of the investigation, the person(s) in charge of receiving the reports prepare, in plenary and after joint assessment, the proposal for archiving or to prepare further investigations.

The person(s) in charge of receiving reports shall:

- issue the whistleblower with an acknowledgement of receipt of the report within 7 days from the date of receipt.
- Acknowledge the report within 3 months from the date of the acknowledgement of receipt or, failing that, within 3 months from the expiry of the 7-day period after its submission.
- Notify the whistleblower that the report has been archived if not considered relevant/groundless.



8. PROTECTIONS

The Decree provides for a system of protections offered to those who report, who make public disclosures or a complaint that also extend to persons other than the reporter and complainant who, precisely because of their role in the whistleblowing process and/or the particular relationship that binds them to the reported person, could receive retaliation.

The protection system provided for by the Decree consists of the following types of protection:

1. The protection of the confidentiality of the reporter and the facilitator.
2. Protection from any retaliatory measures adopted by the entity as a result of the report, public disclosure or complaint made and the conditions for its application.
3. The limitations of liability with respect to the disclosure and dissemination of certain categories of information which operate under certain conditions.

The Decree prohibits, in general, waivers and transactions, whether integral or partial, of the rights and means of protection provided for - not signed in the protected context referred to in art. 2113, c. 4 of the civil code.

9. MONITORING AND CORRECTIVE ACTIONS

At the end of the assessment and investigation phase, if the person(s) in charge of receiving reports have not chosen to file the report, they may:

- agree with the managing director and the heads of the areas affected by the report on an 'action plan' necessary for the control deficiencies detected, and ensure that its implementation is monitored;
- agree with the areas concerned on possible initiatives to be taken to protect the interests of the company (e.g. legal action, suspension/cancellation of suppliers);
- request the initiation of disciplinary proceedings against the reporter, if the reports were made in bad faith, maliciously or for defamatory purposes.

10. PUBLIC DISCLOSURE

The Decree introduces a further method of reporting, namely public disclosure.

With public disclosure, information on violations is brought into the public domain through printed or electronic media or otherwise through means of disclosure capable of reaching a large number of people. Public disclosure of violations must take place in compliance with the conditions set by the legislator and described in more detail in Decree 24/2023 to which reference is made.

11. COMPLAINT TO THE COURTS

The Decree also grants protected persons the possibility of approaching the competent national judicial and accounting authorities to file a complaint of unlawful conduct of which they have become aware in a work context.

12. DISCIPLINARY SANCTIONS

The Company may take steps to sanction any unlawful conduct attributable to Company personnel that emerges as a result of the verification of reports made pursuant to this Policy.



If it emerges during the course of the investigation that the report has been made unlawfully or is otherwise offensive to the reputation of others, such conduct will be subject to investigation under the company's disciplinary procedure.

13. ARCHIVING OF DOCUMENTATION

The person (or persons) delegated to receive reports in the activities governed by this Policy shall ensure, each to the extent of his/her competence and also by means of the information systems used, the traceability of data and information and shall ensure the preservation and filing of the documentation produced, on paper and/or electronically, so as to enable the reconstruction of the different stages of the process itself.

Reports, internal and external, and the related documentation shall be retained for the time necessary to process them and in any case no longer than five years from the date of the communication of the final outcome of the reporting procedure in compliance with the confidentiality obligations set out in Art. 12 of L.D. 24/2023 and the principle set out in Articles 5(1)(e) of Regulation (EU) 2016/679 and 3(1)(e) of L.D. No. 51/2018.

14. DISCLOSURE OF THE PROCEDURE

This procedure will be disclosed as widely as possible. This document is published on the Company's intranet and internet sites.

The person(s) designated to receive the reports shall ensure, to the extent of their competence, that the delivery or dispatch of this tool is updated on the occasion of personnel changes and/or changes in the shareholding structure.

The Company's human resources department ensures, to the extent of its competence, that this Policy is handed over to employees upon hiring to certify that they have read it.

15. CONFIDENTIALITY

Taghleef guarantees the confidentiality of the reported misconduct and related information, as well as the anonymity of the whistleblower, even if the information later proves to be incorrect or unfounded.

Any kind of threat, retaliation, penalty or discrimination against the Whistleblower or the reported party – or anyone who has participated in the investigation into the validity of the information – will not be tolerated.

Taghleef reserves the right to take the appropriate actions against anyone who retaliates or threatens to retaliate against whistleblowers who have submitted an information in accordance with this Policy, without prejudice to the right of the affected parties to seek legal protection if the Whistleblower is found to be criminally or civilly liable for falsehoods in their statements or reports.

It is understood that Taghleef may take appropriate disciplinary and/or legal measures to protect its rights, assets and reputation against anyone who, in bad faith, has made false, unfounded or opportunistic information and/or has made an information for the sole purpose



of defaming, slandering, or causing damage to the reported party or to other parties mentioned in the information.

16. PROCESSING OF PERSONAL DATA

The processing of personal data related to the implementation and operation of the Whistleblowing procedure finds its legitimacy in a legal obligation (descending from the provisions of L.D. 24/2023) and in the pursuit of an interest worthy of protection of the data controller (Art. 6 of Reg. EU 2016/679).

Pursuant to art. 13 paragraph 4 of L.D. 24/2023, the data controller of the same is the Company, while the Chairman of the Taghleef Industries Spa Supervisory Board is responsible for the management of the reporting channels (ex art. 28 of EU Regulation 679/2016 and art. 18 of L.D. 51/0218).

Taghleef Industries Spa has defined this Policy in compliance with the provisions of Art. 13 and 14 of L.D. 24/2023.

Internal reporting data will be retained for a period of five years, subject to the provisions of Art. 14 of L.D. 24/2023.

Data storage will take place on an anonymous basis: the association of a report with the identity of the '*reporting person*', as well as the '*person involved*', can only be carried out by the person (or persons) appointed to receive reports by Taghleef Industries spa, after obtaining the consent of the person concerned.

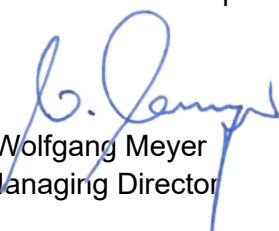
At any time, the person who made the internal "*report*" may be informed of the course of the relevant procedure and the outcome of the "*report*" itself in accordance with the provisions of L.D. 24/2023 (and in particular Art. 12).

There is an obligation to protect the identity of the "*reporting person*" (as defined in Art. 2 par. 1 lett. g) of L.D. 24/2023), the '*person involved*' (as defined in Art. 2 par. 1 lett. l) of L.D. 24/2023), of the "*persons mentioned in the report*" (as defined by Art. 12 par. 7 of L.D. 24/2023), of the "*facilitator*" (Art 2 par. 1 lett. h) of L.D. 24/2023), in compliance with the provisions of Art. 12 and 13 of the same L.D.

The regulatory limit to exercising the right of access pursuant to art. 22 et seq. of Law 241/1990 to the "*report*" is reiterated by virtue of the prohibition expressly provided for in paragraph 8 of art. 12 of L.D. 24/2023.

Information on the processing of personal data to be provided to the reporter, the reported subject and third parties is published on the reporting access platform and on the website.

Taghleef Industries Spa


Wolfgang Meyer
Managing Director