

WHISTLEBLOWING GLOBAL POLICY

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TABLE OF CONTENTS

- 01. PURPOSE**
- 02. SCOPE**
- 03. NORMATIVE AND PROCEDURALS REFERENCES**
- 04. TERMS AND DEFINITIONS**
- 05. ROLES AND RESPONSIBILITIES**
- 06. REPORTING CHANNEL**
- 07. PROTECTION PROVIDED**
- 08. REPORTING MANAGEMENT**
- 09. GRIEVANCE AND DISCIPLINARY MEASURES**
- 10. UPDATES AND REVISIONS**

01. PURPOSE

The Gi Group Holding¹ (hereinafter also the "Group"), sensitive to ethical issues and the proper conduct of its business, has established a system for the receipt and management of reports concerning acts or facts that may constitute:

- unlawful conduct;
- violations of the Code of Ethics;
- violations of the Group policies such as, but not limited to, the Anti-corruption Policy, the EDI Policy and the other Global High Level Policies adopted by Gi Group Holding;
- violations of the national laws in which each Group's Company operates concerning the fight against corruption and unlawful conduct and for the protection of those who report criticism or illegality from within the workplace.

The purpose of this document is to set out the operational process for the management of reports and any ensuing investigations into unlawful conduct based on precise and concordant factual elements of which the Whistleblowers have become aware by virtue of their duties, and to inform the Whistleblower of the forms of protection and confidentiality afforded to him/her.

The rules and principles contained in this policy do not prejudice or limit in any way the obligations and rights to report to the competent Authorities (Judicial, Supervisory or regulatory), but aim to strike a fair balance between the legitimate interests of Gi Group Holding and the Group's Companies in preventing misconduct and the fundamental rights of its employees and in general of the addressees of the policy, in particular with regard to the processing of personal data concerning them.

This Whistleblowing Policy (hereinafter also the "Policy") descends directly from Code of Ethics and represents how the Group pursues its values about the topics of Responsibility, Transparency and Legality.

¹ Within this document "**Gi Group Holding**" identifies the **Group of companies** belonging, directly and indirectly, to the Parent Company Gi Group Holding S.p.A.

02. SCOPE

This Policy is issued by Gi Group Holding S.p.A. (hereinafter also the “Parent Company”) and it applies to all the companies directly or indirectly controlled by it, or to its affiliates, in Italy and worldwide (hereinafter referred to as “Gi Group Holding” or simply the “Group’s Companies”).

This Policy applies to all Gi Group Holding’s internal and external Stakeholders: personnel of the Companies of the Group, (directors, executives, shareholders, other members of the corporate and supervisory bodies, management and permanent and non-permanent employees), as well as to third parties acting on its behalf or who in any case obtain information through their professional and work activities at Gi Group Holding and/or at the Companies of the Group (for example: consultants, suppliers, business partners), legitimate bearers of an interest in the company's business (all collectively referred to as “Whistleblowers”).

03. NORMATIVE AND PROCEDURALS REFERENCES

Reference	
Directive (EU) n° 2019/1937 of the European Parliament and of the Council	Directive of the European Parliament and of The Council dated 23 October 2019 – on the protection of persons who report breaches of Union law
Data Protection and Whistleblowing laws and regulations	All Data Protection and Whistleblowing national Laws applicable in the specific country where each Group’s Company operates

04. TERMS AND DEFINITIONS

WHISTLEBLOWER

The person submitting the Report.

A person who informs on a person or organization regarded as engaging in an unlawful or immoral activity.

The Whistleblower may choose to reveal his/her identity or to remain anonymous.

REPORT

Making a Report consists of disclosing/reporting, disinterestedly and in good faith, e.g:

- criminal activity (crime or offence);
- a serious and obvious violation of the law;
- conduct or a situation contrary to the Code of Ethics, the Global High Level Policies or any other instrument provided for by the national laws of the single countries where each Group's Company operates;
- a situation that could threaten or cause serious damage to the public interest (e.g. relating to public health and safety);
- a serious violation, potential or actual, relating to the areas of health, safety or the environment;
- an act of retaliation.

Reports are discouraged (and will therefore be rejected) when:

- relating to situations of a personal nature or concerning claims or grievances about relations with hierarchical superiors or colleagues;
- based on mere suspicions or rumours concerning personal facts not constituting an offence.

This is because it is necessary both

- to take into account the interest of third parties who are the subject of the information reported in the Report, and
- to avoid Gi Group Holding and/or the Group's Company carrying out internal inspection activities that risk being unhelpful or unnecessarily costly.

For this reason, the Report must be circumstantiated, i.e. made with a sufficient degree of detail to enable the facts reported to be ascertained, and contain at least the following elements:

- (i) description of the fact reported;
- (ii) subjects (natural or legal persons) involved;

- (iii) the circumstances under which the fact came to the knowledge of the person concerned;
- (iv) any other persons who may report on the fact and their particulars.

ANONYMOUS REPORT

This means any report in which the Whistleblower doesn't reveal his/her identity.

Gi Group Holding allows the possibility of anonymous reporting, even if does not encourage the use of anonymous reporting, because of the possible difficulties that may be encountered during the investigation phase and which require the cooperation of the Whistleblower.

Therefore, anonymous Reports are allowed provided they are sufficiently circumstantiated and therefore contain sufficient factual elements to initiate an investigative activity (e.g. the offence committed, the reference period and possibly the value, the causes and purpose of the offence, the company/division concerned, the persons/units involved and the anomaly in the control system).

In any case, reporting officers and competent persons shall ensure confidentiality in the handling of any report (whether anonymous or not).

REPORTING IN GOOD FAITH

The Whistleblower is encouraged to do so on the basis of sufficiently comprehensive information that leads him or her to believe that it is highly likely that the fact has occurred. With this in mind, Reports should be as circumstantial as possible and provide as much information as possible, in order to allow due verification and adequate feedback.

After having made a Report, a Whistleblower who realises that he/she has made a mistake must immediately inform the Reporting Officer through the same channel to which the Report was made.

REPORTING IN BAD FAITH

This means any Report made with malice or gross negligence, based on evidence that is false, falsified, tampered with, or relies on distorted information; or which proves to be false, unfounded, defamatory or in any case made with the sole purpose of damaging Gi Group Holding, a Group's Company, the reported person or other persons concerned by the Report.

REPORTING OFFICER

The Reporting Officer is a member of the CSR Team, specifically charged with supervising the Gi Group Holding Reporting Channel, taking charge of the Reports, starting the verification and management process, proposing the involvement of appropriate Competent Persons. Depending on the content of the report, the Reporting Officer may also take the form of Competent Person.

COMPETENT PERSON

Competent persons are key people necessary for an effective investigations and resolution of the Report, involved by the Reporting officer on the basis of his/her competences, skills or organizational position, in relation to the content of the report received.

05. ROLES AND RESPONSIBILITIES

GI GROUP HOLDING AND THE GROUP'S COMPANIES

The Board of Directors, the Chief Executive Officer and all the Top Management of each Company of the Group play a strategic role in the full implementation of this Policy, ensuring the involvement of all Group personnel and the consistency of their behaviors to the values contained in the Policy.

INDIVIDUAL RESPONSIBILITIES

Everyone at Gi Group Holding has a role to play in supporting the commitment to Legality and Responsibility.

All Group personnel, contractors and representatives have the responsibility to promote these principles of conduct and behave accordingly.

Specifically, **managers** of all kinds are responsible as leaders to model appropriate behavior. They are also responsible for implementing, supporting and monitoring the Policy in day to day activities.

They are also responsible for:

- promoting appropriate standards of conduct at all times;
- taking seriously any complaint or retaliation reported by the Employees and investigating any situation that could be coherent with the contents of the Policy.

CSR TEAM

This policy ensures that the Report is known by a limited number of individuals who hold organizational roles or who have specific skills and abilities useful for managing the Report.

In particular, Gi Group Holding has identified a limited number of persons in charge of receiving and managing Reports coming from both anonymous and not-anonymous Whistleblowers. (the Reporting Officers).

To grant a leaner and more efficient management of the Reports coming through the Gi Group Holding Reporting Channel, specific members of the CSR Team will be periodically appointed as Reporting Officers.

The Reporting Officers have the duty to use the tool directly, to maintain absolute confidentiality on the Reports received and to propose to the CSRT the involvement of the key people (Competent Persons) only necessary for the resolution of the Report.

Following the results of the checks carried out, the CSR Team suggests to the competent corporate functions the possible actions to be taken.

06. REPORTING CHANNEL

Reports can be submitted by accessing the specific link publicly available on the website www.gigroupholding.com.

The tool provides the option of several languages to choose from.

The tool also gives clear instructions on how to proceed, step by step, to file a complaint: how to generate login credentials, how to remain anonymous (if desired), which information is mandatory and which is optional, which documents can be uploaded, how to dialogue with the Reporting Officers and how to follow the progress of the investigation.

CSRT also remains contactable for the management of reports and complaints at the addresses indicated in the Code of Ethics:

- by email at the following address “CSRT@gigroup.com”
- delivery by hand or by regular post, to the address “Gi Group Holding CSR Team – piazza IV Novembre 5 – 20124 Milan – Italy”.

However, due to the high degree of confidentiality protection afforded to the Whistleblower through the [Gi Group Holding Reporting Channel](#), it is advisable to make the Report through this IT channel and to make use of alternative modalities as a subordinate means, i.e:

- in the event of a temporary malfunction of the ICT channel;
- if the Whistleblower is not familiar with computer procedures;
- in the event that the Whistleblower does not have access to ICT tools.

If a report is received through a verbal communication directly to one of the members of the CSRT, this member asks the Whistleblower to send a written communication via the Gi Group Holding Reporting Channel. Any verbal reports which are not followed up in written form by the Whistleblower will not be taken into consideration.

07. PROTECTION PROVIDED

CONFIDENTIALITY

The identity of the Whistleblower and the reported person are protected in every context following the reporting.

In fact, in encouraging the prompt reporting of possible unlawful conduct or irregularities, Gi Group Holding and/or the Group's Companies guarantee absolute confidentiality and non-disclosure of

- (i) the names of the persons who report and
- (ii) the facts narrated in the report,

even in the event that the latter should subsequently prove to be erroneous or unfounded, without prejudice to legal obligations. Breach of the obligation of confidentiality is a source of disciplinary liability, without prejudice to any further liability provided for by law.

The only exceptions to the protection of the confidentiality of the Whistleblower occur when:

- there is the express consent of the Whistleblower to the disclosure of his or her identity;
- the criminal liability of the Whistleblower for offences of slander or defamation or in any case for offences committed in connection with the whistleblowing, or his civil liability on the same grounds in cases of wilful misconduct or gross negligence, has been established by a judgment of first instance;
- anonymity is not enforceable by law and the identity of the Whistleblower is required by the Judicial Authority or other Public Authority in connection with investigations (e.g. criminal, tax or administrative investigations and inspections by supervisory bodies).

In the management of the Reporting, the personal data (including any special data, such as, for example, racial or ethnic origin, political opinions, religious or philosophical beliefs) of the Reporting Parties and of other persons that may be involved, shall be processed in full compliance with the provisions of the applicable data protection legislation, including Reg. EU 679/2016 ("GDPR") for the Group's Companies to which it applies and any other applicable law in force at local level.

Pursuant to Article 13 of the GDPR, a whistleblowing notice has been prepared and is available at in the "[Global Policies](#)" section of the Global Intranet.

This policy provides for appropriate confidentiality protection measures, also for the benefit of the reported person, in order to prevent any abuse of the reporting system and to prevent any deletion, defamation or disclosure of personal data, including sensitive data, that could imply damage to his/her reputation, discrimination, retaliation or other disadvantages.

PROHIBITION OF DISCRIMINATION

No form of retaliation or discriminatory measure, direct or indirect, against the person who makes a Report pursuant to this policy is permitted.

Gi Group Holding shall not tolerate any kind of threat, retaliation, unjustified sanction or discrimination (such as, for example, but not limited to: dismissal, suspension, loss of benefits, unjustified transfer and mobbing) against the Whistleblower, the reported person and those who have collaborated in the activities of verification of the merits of the Report.

The adoption of discriminatory or retaliatory measures against the Whistleblower may give rise to disciplinary proceedings against the person responsible.

This policy provides for appropriate protection measures also for the benefit of the reported person, in order to prevent any discrimination. In particular, Reports in bad faith are strictly prohibited. Moreover, in order to guarantee impartiality, decisions on any disciplinary measures or other actions to be taken, following the results of the checks carried out, are taken by the whole CSRT – after consulting with the competent corporate organisational functions – and, in any case, by persons other than the Reporting Officer who conducted the investigations, in order to avoid conflicts of interest or lack of impartiality.

The submission and receipt of a Report is not sufficient to initiate any disciplinary proceedings against the reported person.

If, following the concrete findings, it is decided to proceed with the investigation, the reported person may be contacted and given the opportunity to provide any necessary clarification.

Even where the facts reported turn out to be unfounded and/or inconsistent, on the basis of the assessments and investigations carried out, the Whistleblower that made the Report in good faith may not be sanctioned. Conversely, if a report is proven to be manifestly in bad faith, or if the Whistleblower has contributed to the commission of the unlawful conduct, he/she may be sanctioned.

08. REPORTING MANAGEMENT

Once the Report has been received, according to the modalities indicated in the previous sections, it is managed in three stages:

1. receipt of the Report and Preliminary Verification;
2. ascertaining and communicating the outcome;
3. archiving.

08.01. RECEIPT OF THE REPORT AND PRELIMINARY VERIFICATION PLAN

The [Gi Group Holding Reporting Channel](#) guarantees complete and confidential registration in accordance with the legislation of reference.

On the one hand, the tool provides the Whistleblower with clear instructions on how to proceed, step by step, to file a complaint.

On the other, the tool also ensures the proper receipt and filing of communications between the parties involved and of the evidence necessary for the management of the complaint.

In order to guarantee and protect the confidentiality of the Whistleblower:

- the appropriate digital register will be kept by the Reporting Officers;
- the only persons who will have access to the register will be Competent Persons.

All Reports received are subject to a preliminary check by the Reporting Officers, who

- subject the plausibility and credibility of the reported conduct to an initial scrutiny,
- summarize the content of the report to CSRT colleagues,
- and propose the key people (Competent Persons) to be involved in the assessment and verification of the report.

Within a timeframe commensurate with the activities to be performed, the Competent Persons carry out an analysis to verify the existence of the legal and factual prerequisites, as well as the relevance and presence of sufficient elements to be able to investigate the Report.

At its own discretion CSRT shall forward the Report to the Supervisory Board or to the equivalent body of a Group's Company to which it belongs, if any, which shall proceed with further checks and controls deemed necessary or appropriate.

If the Competent Persons consider the facts to be irrelevant, unfounded or of such general content as to make it impossible to verify them, they shall

- (i) request further information from the Whistleblower or
- (ii) file the Report as governed by subparagraph 08.03 of the Policy.

If a report is received through the postal/email addresses of CSRT, the Reporting Officers reply to the Whistleblower with a standard communication

- inviting the Whistleblower to file the report via [Gi Group Holding Reporting Channel](#), if possible;
- confirming the receipt of the complaint / report,
- communicating the activation of the due controls aimed at verifying the relevance of the reported facts,

The Reporting Officers are required to comply with the same relevant protocol and confidentiality arrangements, regardless of the channel through which the report was sent.

Gi Group Holding has specifically appointed the Reporting Officers authorised to process data pursuant to applicable Privacy laws and regulations.

Each Group's Company shall adopt any means necessary to ensure that any data of which they should become aware following a report are treated confidentially and in compliance with the current regulations applicable to each Group's Company, including those concerning the protection of personal data.

08.02. ESTABLISHMENT AND COMMUNICATION OF OUTCOME

The purpose of the investigation phase is to verify the validity of the Report received.

The Competent Persons carry out any activity they deem appropriate, including the personal hearing of the Whistleblower and of any other persons who can provide useful information on the facts reported, and may also avail themselves of the support and cooperation of both external consultants, appointed for the purpose, and of corporate functions when, due to the nature and complexity of the checks, their involvement is necessary.

These persons are bound by the same obligations of protection of the Whistleblower and of the reported person as set out above. It is the duty of all of them to cooperate with the Competent Persons and any other persons involved by the Company during the assessment activity.

If, during the course of the investigation, objective elements emerge proving a "lack of good faith" on the part of the Whistleblower, the Reporting Officers /or the Competent Persons shall immediately notify the CSRT, in order to assess the activation of any sanctioning procedures.

In the eventuality of particularly relevant situations, CSRT may decide to appeal directly to the Board of Directors of the Parent Company.

At the end of the investigation, having ascertained that the Report is well-founded, the Competent Persons can draw up a report summarising the checks carried out and the evidence that emerged, in order to share the appropriateness of any sanctions or the preparation of any corrective actions, for instance within the internal control system.

If necessary and deemed appropriate, any corrective actions based on the CSRT's suggestions (such as, for example, training activities) are formalised within an intervention plan drawn up by the Company involved, in which the measures necessary for the removal of the criticalities detected, the timeframe and the relevant responsibilities are represented.

Acknowledgement to the Whistleblower is always guaranteed within a reasonable period of time from the reporting, stating alternately:

- that the investigation carried out did not reveal any reasons to proceed or that the report was not relevant to the scope;
or
- that corrective actions have been initiated regarding the report, if deemed relevant;
or
- the need for further investigation and analysis.

08.03. ARCHIVING

If the Report contains facts that are irrelevant, unfounded or of such general content as to make it impossible to verify them, the Reporting Officers shall file the Report, formalising the reasons that led to such decision in a special register. The decision is shared with the CSRT.

Moreover, all the documentation concerning the Reports received is archived and stored by the Reporting Officers in a secure manner and in compliance with the regulations in force on the protection of personal data, both in digital format, through password-protected network folders, accessible to a limited number of duly authorised and instructed persons.

At least annually, CSRT reports to the Board of Directors of the Parent Company on the progress of the activity (e.g. areas of concern of reports received, status of corrective actions, etc...).

09. GRIEVANCE AND DISCIPLINARY PROCEDURES

The CSRT may suggest to the management body and the competent functions the application of effective, proportionate and dissuasive sanctioning measures, when:

- the Reports prove to be well-founded;
- the protection principles set out in this policy are violated;
- reports are made in bad faith;
- reporting is hindered .

Disciplinary proceedings against employees of the Group's Companies may be initiated according to the seriousness of the breach itself, in application of the principles of proportionality, as well as of the criteria of correlation between offence and sanction and, in any case, in compliance with the procedures provided for by the laws in force and the specific Disciplinary System in the single Group's Company.

Human Resources Department, both at global and local level, ensures assistance and support to those who need to file a complaint, and also guides the disciplinary process, if necessary.

10. UPDATES AND REVISIONS

This Procedure may be integrated and / or updated by the Corporate Compliance Department, after consultation with the CSR Team at any time, including following changes and / or additions to the relevant legislation.