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PSQ 105	1	Whistle-blowing management (ethical escalation policy)

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HISTORY OF LAST REVISIONS

REV.	DATE	MAIN CHANGES / VARIATIONS MADE
0	28.05.2018	1st draft
1	21.01.2022	Update following the merger of ORI Martin Ospitaletto Spa into Ori Martin Spa

In this revision, the symbol II highlights the edited parts compared to the previous revision

Date of Issue	*****	Prepared by:	Verified by:		Approved by:	
21.01.2022	ENTITY	Human Resources Director	Quality Assurance Manager	Head of Information Systems	Technical Director	Managing Director
	Signature					

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1. Purpose and scope

The purpose of this document is to describe and regulate the organisational aspects and operational processes relating to the reporting of offences relevant under (It.) Legislative Decree no. 231/01 or of violations of the Organisation, Management and Control Model adopted by the Company of which the employees and collaborators of ORI MARTIN S.p.A. (hereinafter "ORI MARTIN" or the "Company") become aware in the course of their employment or collaboration with the same.

The procedure also incorporates the principles and provisions of the Code of Ethics and the Organisation, Management and Control Model pursuant to (It.) Legislative Decree no. 231/2001 adopted by the Company.

The procedure integrates and regulates in a more specific manner the procedures for reporting to the Company's Supervisory Board relevant acts or facts, for matters within its competence, within the scope of the Organisation, Management and Control Model and the relevant Procedures.

The possibility of making reports on safety at work provided for in current procedures and applicable company collective agreements is also confirmed.

This procedure applies to all employees and collaborators of Ori Martin Spa (Brescia and Ospitaletto plants).

2. Reference documents

- Code of Ethics
- Organisation, Management and Control Model
- (It.) Law 30 dated November 2017 no. 179
- (It.) Legislative Decree dated 30 June 2003 no. 196, as amended
- EU Data Protection Regulation (GDPR) 2016/679
- PGS 02 "Communication, participation, consultation".
- Guidelines for the Preparation of Whistle-blowing Procedures of Transparency International Italy
- IATF 16949 and Quality Manual
- Mod.PSQ 105 "WHISTLE-BLOWING FORM"

3. Behavioural Standards

The addressees of the Procedure, both whistle-blowers and recipients of reports, according to and within the scope of the specific competences assigned by this Procedure, shall, respectively:

- encourage and protect the positive behaviour, physical integrity and moral character of employees and collaborators who report unlawful acts or conduct of which they become aware;
- Fostering and promoting a culture of transparency and legality in all corporate spheres and relations with third parties and the Public Administration;
- make reports in good faith, substantiated and based on precise and concordant facts;
- take the reports received seriously and assess them scrupulously and carefully;
- ensure the confidentiality of the identity and personal data of the whistle-blower and the reported person in the handling of the report;
- avoid any act of retaliation or discrimination, direct or indirect, against the person making the report and affecting their working conditions, even if the report proves to be unfounded;



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- refrain from unsubstantiated or unsubstantiated reports, based on unconfirmed rumours or hearsay, or reports that do not fall within the subject matter identified in this Procedure;
- not use reports as means to solve mere personal problems or for the sole purpose of harming the reported person or for opportunistic reasons;
- ensure the traceability of the process relating to the assessment of the report and the adoption of any consequent measures.

4. Reports

4.1 Subject and subjects of alerts

The subject of reports is:

- unlawful conduct relevant under (It.) Legislative Decree no. 231/01;
- violations of the Organisation, Management and Control Model adopted by the Company;

Whistle-blowers may be employees and managers of the Company, members of corporate bodies, collaborators, consultants and third parties in general who act on behalf of the Company and/or are linked to it by contractual ties.

Reports may not relate to information already in the public domain or to the whistle-blower's personal complaints or grievances related to the employment relationship.

Alerts may relate to:

- employees, collaborators and managers of the Company;
- members of corporate bodies (Board of Directors, Board of Statutory Auditors, Auditing Company, Supervisory Board);
- third parties connected to the above-mentioned subjects (suppliers, subcontractors, consultants).

The whistle-blower is required to indicate in the report whether he/she has a private interest related to the report, specifying, if so, the type of interest, and to declare his/her commitment to report what he/she knows to be true.

4.2 Characteristics of the report

The report shall contain elements that are useful to enable the persons in charge of their examination and assessment to carry out the appropriate checks and audits as to the legitimacy of the facts and circumstances that are the subject of the report.

The report shall therefore detail the facts reported, indicating the time and place of their commission, the author or, if more than one, the authors of the facts themselves, as well as any documents proving the same.

4.3 Report recipients and channels

Reports may be made through a special "form" on the Company's website, at www.orimartin.it → ENVIRONMENT AND SAFETY → Reporting offences, which shall be completed in full.

Reports validly entered through the IT channel will be automatically forwarded to the members of the Company's Supervisory and Control Body (also "SB").



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Alternatively, reports may be made by means of a confidential letter addressed to the Supervisory Board, at the Company, Via Cosimo Canovetti, 13 - Brescia (BS), using the special Form (Mod.PSQ 105) downloadable from the website www.orimartin.it → ENVIRONMENT AND SAFETY → Reporting offences.

If the whistle-blower prefers, they may send/communicate the report to their hierarchical superior in the manner they consider most appropriate (by verbal communication, e-mail or confidential letter). In such a case, it will be the direct superior who received the report who will send it to the Company's Supervisory Board, and who will assist the whistle-blower in the proceedings, in compliance with the principles of confidentiality and protection of the latter.

The reporting person may at any time supplement, rectify or complete the report made or add further evidence, including documentary evidence, in the same way as he or she sent the report. In addition, the whistle-blower may communicate any retaliation suffered as a result of the report to their hierarchical superior or to the SB, at their choice.

5. Report Management Process

5.1 Receipt of a Report

When the SB receives a report, either directly from the whistle-blower or from their hierarchical superior, the SB carries out an initial formal examination of the report, by checking:

- completeness
- compliance with the criteria set out in this Procedure
- the existence of the legal and factual prerequisites for launching the subsequent analysis phase
- the possible seriousness of the reported facts and the urgency.

Once this preliminary verification has been completed, the receiving function:

- a) if the report turns out to be extraneous to the subject matter of this Procedure (e.g. because it relates to a personal grievance or concerns facts in the public domain or circumstances already established by the Judicial Authority) or lacks the necessary requirements set out in paragraph 4.2. above, it shall proceed to file the report, informing the whistle-blower thereof;
- b) if the report is excessively general or incomplete, contact/convene the whistle-blower to ask for elements useful for a preliminary assessment;
- c) if it detects a possible violation or unlawful conduct, it proceeds with the next phase of analysis by informing, by email, the Human Resources Director and the Managing Director.

In all cases, the receiving function informs the whistle-blower, by email, of the decision taken following the preliminary check.

This phase shall be completed within 7 days of receipt of the report, which can be extended to 15 days if there is a need for investigation (e.g. in case sub b), and documented electronically in a special file - kept by the receiving function in such a way as to prevent access by third parties (password, encryption, etc.) for a period of 10 years - in which it records the type of report received, the date of receipt, the date of conclusion of the preliminary assessment and the outcome thereof, with the relevant reasons.



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5.2 Analysis of the Report

In the event that the preliminary check referred to in the preceding paragraph is concluded positively (as indicated in point c), the SB immediately proceeds to the phase of analysis and assessment of the merits of the report.

In this phase, the SB may (i) interface with the other corporate functions and figures to request their cooperation, by providing them with data, documents or information useful for the analysis itself, and (ii) request further elements or insights from the reporting party, recording the relevant interview in writing and keeping the minutes in the records, by electronic means.

Therefore, the SB carries out any activity it deems useful or necessary, including the hearing of the whistle-blower and/or of any other persons who may report the reported facts, in compliance with the principles of confidentiality and impartiality of judgement, with the legislation on the protection of personal data and with the applicable CCNL.

At the end of the analysis phase, the SB:

- a) should it consider the report to be unfounded, it shall proceed to close it, stating its reasons in writing;
- b) should it consider the report to be well-founded and substantiated, it communicates the outcome to the Human Resources Director (if the latter is not the reported person) and to the Managing Director for the adoption of the consequent decision-making measures.

The analysis phase concludes with a written opinion:

- details of the report (name of the whistle-blower and the whistle-blower(s), place and date of occurrence, evidence or documents);
- the checks carried out, the results of those checks and the company members or third parties involved in the analysis phase;
- a summary evaluation of the analysis process with an indication of the cases established and the reasons for them;
- outcome and conclusion of the analysis (filing or substantiation of the report).

It is forwarded to the Director of Human Resources and the Managing Director.

In any case, the SB informs the whistle-blower, by email, of the outcome.

The analysis phase referred to in this paragraph shall be concluded within 30 days from the date of its commencement, except in cases of urgency where the time limit is reduced to 15 days.

5.3 Reports on corporate bodies

I] Should the report concern a member of the Board of Directors or the Chairman of the Board of Directors, the Supervisory Body shall forward it to the Chief Executive Officer, who may decide whether to proceed directly, on their own, to the analysis phase referred to in paragraph 5.2 above, or whether to instruct the Supervisory Body to proceed in the ordinary way, in any case informing the Chairman of the Board of Auditors.

II] Should the report concern the Chief Executive Officer, the SB forwards it to the Chairman of the Board of Directors, who may decide whether to proceed directly, on their own, to the



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analysis phase referred to in paragraph 5.2 above, or whether to instruct the SB to proceed in the ordinary way, in any case informing the Chairman of the Board of Auditors.

III] should the report concern a member of the Board of Statutory Auditors or the Auditing Firm, the SB forwards it to the Chairman of the Board of Directors and to the Managing Director, who may decide whether to proceed directly, on their own, to the analysis phase referred to in paragraph 5.2 above, or whether to instruct the SB to proceed in the ordinary way, in any case informing the Board of Directors.

IV) should the report concern a member of the SB, the Chairman or another member of the SB shall forward it to the Chairman of the Board of Directors and to the Managing Director, who shall proceed directly, on their own, to the analysis phase referred to in paragraph 5.2 above.

6. Decision-making measures

6.1 Disciplinary measures against employees

After receiving the report from the SB, the Managing Director decides whether to initiate disciplinary proceedings against the reported persons deemed responsible for the breach or unlawful conduct and held liable following the analysis carried out and the assessment made.

If he/she is co-responsible for the fact that is the subject of the report, the reporting person shall be treated more favourably than the other co-responsible persons, provided that he/she complies with the applicable legislation and CCNL and with the protections provided for in the Workers' Statute.

The Managing Director also considers, with the assistance of the Human Resources Director, whether to initiate disciplinary proceedings:

- (i) against a whistle-blower who has acted with proven and proven intent or gross negligence;
- (ii) against any perpetrators of retaliatory/discriminatory behaviour against the reporting person;
- (iii) against persons involved in the process of assessing and analysing the report who have breached confidentiality obligations or have failed to consider the report received.

The disciplinary procedures adopted will be those provided for in the applicable CCNL, imposed on the basis of the Workers' Statute and in compliance with the company disciplinary system. In addition to disciplinary sanctions, any power of attorney granted to the employee may also be revoked.

The whistle-blower shall not be made aware of the measures taken by the Company against the perpetrators of the offence or other persons.

6.2 Measures against corporate bodies

If the violation or unlawful conduct concerns a member of the corporate bodies, the Board of Directors and/or the Board of Statutory Auditors, as the case may be, according to their respective competences, shall proceed to take the most appropriate and adequate initiatives in view of the seriousness of the violation and in compliance with the law and the Articles of Association.

In the most serious cases, the Board of Directors, having consulted the Board of Statutory Auditors, may propose to the Shareholders' Meeting that the director concerned be removed



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from office. In the event of a breach by the auditors, the Board of Directors, having heard the Assembly, may apply to the Court to revoke the mandate of the auditor concerned.

In the event of violations or unlawful conduct on the part of a director who is also an employee of the Company, the applicability of the various disciplinary actions under the employment relationship shall in any case be unaffected.

6.3 Measures against third parties

In the event of violations or unlawful conduct by third parties (consultants, collaborators, agents, suppliers, subcontractors, etc.), the Company may avail itself of the termination clauses contained in the contracts/letters of assignment for violations of the 231 system (of which this Procedure is an integral part).

6.4 Consequential and further measures

The Managing Director may inform the judicial authorities and/or the supervisory authorities of the facts that are the subject of the report if he/she finds that these facts have the characteristics of a crime or a civil or administrative offence.

The Chief Executive Officer, in agreement with the Human Resources Director, defines the implementation of any prevention measures that may be necessary to foster the promotion of the culture of legality and transparency within the Company and promotes the adoption of any amendments and additions to this Procedure and to the control systems in the light of constantly monitoring the application of the results obtained.

7. Protection of confidentiality and personal data

The Company guarantees the confidentiality of the reporting person and of the data/information transmitted, in order to protect the reporting person from any form of retaliation or discrimination. The identity of the whistle-blower may not be disclosed without the whistle-blower's express consent (except where required by a judicial or administrative authority).

All persons involved in this Procedure are bound to maintain this confidentiality except in cases where:

- the whistle-blower incurs a charge of slander or defamation under the (It.) Criminal Code;
- the whistle-blower commits an act constituting an extra-contractual tort, within the meaning of Article 2043 of the (It.) Civil Code;

Only personal data that are relevant and necessary for the assessment of the report may be processed by the persons involved in the stages of this Procedure, and communicated to the whistle-blower, who shall be kept constantly informed of the processing.

The corporate officers involved in the assessment and analysis phases and in the decision-making processes of this Procedure shall ensure that access to the information contained in the reports by other corporate functions or third parties, who may become involved in the aforementioned phases and processes, never implies access to the personal data of the whistle-blower or the reported person.

In the course of the activities aimed at verifying the validity of the report, all necessary measures will be taken to protect the data against accidental or unlawful destruction, loss and unauthorised disclosure.

The whistle-blower's personal data, for the purposes of this Procedure, are stored, in compliance with (It.) Legislative Decree no. 196/2003, the GDPR EU 2016/679 and the



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company procedures in force, for a period of two years, without prejudice to cases where it is necessary to store them for a longer period, subject to adequate justification and limited to the duration of the need.

The Company applies the same principles and protections as set out in this paragraph also to the personal data of the reported person pending the internal analysis and investigation process, without prejudice to the responsibilities and disclosure obligations imposed by the law or the judicial authorities.

8. Reporting

Every year, the SB prepares a summary report on the reports received during the year, the analyses carried out and their outcome.

The annual report shall contain at least:

- an indication of all reports received, those under analysis and the relevant outcome (archiving, in-depth assessment)
- criteria and methods used for the evaluation of accepted reports and their outcomes (dismissal, initiation of disciplinary proceedings, sanctions applied)
- proposal of any corrective or supplementary criteria to the Procedure.

This report is sent to the Managing Director, who informs the Board of Directors and the Board of Auditors.

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