



**ALBA MILAGRO INTERNATIONAL S.P.A.**

**ORGANISATION, MANAGEMENT AND CONTROL MODEL  
IN TERMS OF LEGISLATIVE DECREE NO. 231/01**

Annex 17 to the Organisation, Management and Control Model

WHISTLEBLOWING POLICY

## **WHISTLEBLOWING PROCEDURE**

### **In view of the whistleblowing Guidelines approved by Resolution No. 311 of 12 July 2023**

Legislative Decree No. 24/2023 lays down that whistleblowing is the notification, public disclosure of or reporting of information, including well-founded suspicions, regarding breaches of domestic or European Union regulations which harm public interest or compromise the integrity of public or private administration committed in the scope of activities of the management of the institution with which the informant or complainant maintains a relationship considered legally binding by the legislator.

Alba Milagro International S.p.A. intends protecting its company and its partners by instituting a Whistleblowing Policy, in other words a procedure which makes it possible for any interested party or anyone who wishes to make the disclosures mentioned above anonymously.

The principal objective of such a measure is to make it possible for the company to monitor and reduce as far as possible the risk suffering or fall victim to damages of any kind (for example but not exhaustively: environmental, financial, health safety related, reputational etc).

At the same time, the importance of and duty to follow up on disclosures is noted, so that any irregularities encountered in the scope of corporate activities are explicitly set out and provided for in advance in the Organisation, Management and Control Model in terms of Legislative Decree No. 31/2001 which our company has adopted, as well as the Consolidated Legislation 81/2008 regarding health and safety.

It is noted that any disclosure as described in the present procedure does not substitute or exclude the right and/or obligation of anyone to resort to the competent Judicial Authorities if deemed necessary.

### **1) Addressees of the procedure**

The procedure described below for the management of the abovementioned disclosures should be made known to, complied with, and adopted by the following persons:

- a) Employees of Alba Milagro International S.p.A.;
- b) Clients, suppliers, partners, consultants, shareholders of Alba Milagro International S.p.A. and more generally whoever has vested interests in the company;
- c) The directors and members of the corporate bodies of Alba Milagro International S.p.A.

### **2) Disclosure objective**

Disclosures concern all the acts and/or omissions deemed potentially harmful and/or risky, which may jeopardise the running of the company as a whole or other employees, clients, suppliers, consultants, shareholders or, indeed, the business as a whole.

These are particularly relevant as regards breaches of:

- a) Domestic or European law;
- b) Company regulations;
- c) Company procedures;
- d) Principles and Procedures such as the Management Organisation and Control Model in terms of Legislative Decree No. 231/2001

and/or any other act and/or omission that may result in financial and/or company reputational damage to the company.

### **Breaches of domestic legal provisions**

This category comprises criminal, civil, administrative, or accounting offences different from those specifically identified as breaches of EU law as defined below. In the second place, violations under consideration include:

- offences predicated by the application of Legislative Decree No. 231/2001;
- breaches of the organisational and management model required in terms of the abovementioned Legislative Decree No. 231/2001, since they are not deemed to be violations of EU law as defined below. It should be specified that such breaches do not in this case include predicated in the application of Legislative Decree No. 231/2001 and relate rather to organisational matters of the institution that adopts it.

### **Breaches of European regulations**

These concern:

- Offences committed in breach of European regulations set out in Annex 1 of Legislative Decree No. 24/2023 and all domestic provisions which implement them (even if they are not expressly listed in the abovementioned Annex). Specifically, they concern offences in the following categories: public contracts; financial services, products and markets and the prevention of money-laundering and financing terrorism; safety and compliance of products; transport safety; environmental protection; radiation protection and nuclear safety; foodstuff and feed safety and safety and wellbeing of animals; public health; consumer protection; protection of private life and the protection of personal data and security of IT networks and systems.
- Acts or omissions which harm the financial interests of the European Union (Art. 325 of the Treaty on the Functioning of the European Union (TFUE) and combatting fraud and protection of the financial interests of the European Union) as specified in the regulations, directives, decisions, recommendations, and opinions of the EU.
- Acts or omissions regarding the internal market which impairs the free movement of goods, persons, services, and capital (Art. 26(2) of the TFEU). These include breaches of EU regulations relating to access to and application for State assistance, company tax and the procedures for achieving tax benefits which jeopardise the objective or purpose of the applicable rules regarding company tax.
- Acts or conduct which jeopardise the objective or purpose of European Union provisions in the categories enumerated in the previous paragraph. In this regard should be included, for example, abusive practices as formulated in the jurisprudence of the European Court of Justice.

### **3) The recipients of the disclosures**

Disclosures shall be referred to the Chairman of the Supervisory Board of Alba Milagro International S.p.A.

As has previously been set out, the Chairman of the Supervisory Board in terms of Legislative Decree No. 231/2001 (SB) shall be the recipient of all specific disclosures concerning the Organisation, Management and Control Model in the first place.

The Chairman of the SB shall be considered the authorised addressee of the disclosures received.

#### **4) The methods and channels for disclosure**

Alternatively, disclosures may and should be transmitted in the following ways:

- a) By registered mail with acknowledgement of receipt to the postal address of the Margiotta Law Practice situated at 19/2 viale Sabotino, Milan for attention of Adv. Germano Margiotta;
- b) Telephonically to the telephone number 02/5830072 (Adv. Germano Margiotta).

It shall be understood that Adv. Germano Margiotta shall be the only person mandated to have access to the above correspondence.

It is preferable that disclosures are not made anonymously, but anonymous disclosures shall also be admissible, in other words without elements by which the informant can be identified, on condition that they are appropriately detailed and substantiated to expose determined facts and situations. These will be considered only where they do not appear *prima facie* as irrelevant, unsubstantiated, and unfounded.

In any case, all disclosures must provide as much information as possible relating to the irregularity encountered so that the alleged breaches can be exhaustively analysed.

If possible, together with communication concerned the documentation supporting the disclosure should also be submitted.

The essential points which the disclosure must include to facilitate the procedure are listed below:

- i. A detailed description of the facts and/or omission;
- ii. Date and place of the occurrence;
- iii. Denomination of the persons concerned;
- iv. Any evidence of any persons having knowledge of the facts.

#### **5) Disclosures falling outside the application of the regulations**

Excluded from the regulations concerned are:

- disputes, claims, or demands stemming from interests of a personal nature of the informant, or of the person having resorted to making a complaint to the Judicial Authorities, relating purely and simply to individual work relationships or public employment, or relating to work relationships or public employment under hierarchically senior persons.
- disclosures of breaches already compulsorily governed by European Union laws or domestic Acts stipulated in part II of the annex to the decree or those imposed domestically for the implementation of acts of the European Union enumerated in part II of Directive (EU) 2019/1937, even if not enumerated in part II of the annex to the decree.
- disclosures of breaches concerning national security, as well as tenders for defence or national security matters, unless such matters fall under law derived directly from the European Union.

#### **6) Management of disclosures**

Once the disclosure has been received, the SB shall, within 7 days, send to the informant – where identifiable and traceable – a message that the matter is receiving attention and a code number shall be attributed to the disclosure received.

If necessary, to safeguard the protection of the rights of the informant, the latter shall be called in for an interview.

After assessing the disclosure received, the Supervisory Board shall, in terms of Legislative Decree 231/2001, inform the directors and the members of the corporate bodies of Alba Milagro International S.p.A. so that suitable provisions be adopted and, where possible, the relevant corrective measures be implemented to eliminate and/or minimise the possible risks detected.

For reasons of transparency and for safekeeping, in all cases, the Supervisory Board in terms of Legislative Decree 231/2001, shall draft a detailed report on the enquiry carried out.

Where the outcome of the latter does not reveal such elements as would require the involvement of management, after appropriate motivation, the disclosure will be archived.

The SB shall advise the Board of Directors of the impact of disclosures received.

It is specified lastly that it shall be the duty of the SB itself to provide feedback to the informant on the outcome of the enquiry regarding the actions taken. Specifically, the SB shall report to the person making the disclosure of the results of the enquiry and/or the investigation performed within 3 months of the commencement of the assessments.

#### **7) Protection of Privacy and confidentiality**

Alba Milagro International S.p.A. declares and warrants that the data which comes into its possession on receipt of the disclosure and relating to details of the informant him/herself shall be processed in full compliance with the current Privacy regulations.

The Data Controller of the data regarding the informant, restricted to the necessities for confirmation of the disclosures received, shall be the Chairman in charge of the Supervisory Board.

Personal data contained in the disclosure shall be protected by suitable means to ensure the loss, publication and removal thereof is prevented.

For all the reasons set out above, access to the documentation by third parties relating to the disclosures received shall not be permitted.

Ensuring confidentiality shall also cover the identity of the persons involved and the persons mentioned in the disclosure until the conclusion of the of proceedings initiated as a result of the disclosure, identical to the guarantees extended to the person making the disclosure.

#### **8) Prohibition of reprisals**

Alba Milagro International S.p.A. protects the rights of informants and the most important amongst them is the right to Privacy.

For this reason the company undertakes to maintain the strictest protection of the personal identity of the person who initiates the disclosure in discussions and also ensures secrecy regarding the outcome of the enquiry to investigate and ascertain the irregularities complained of.

The company shall not tolerate any reprisals against the person making the disclosure.

Therefore, in the event that the latter, as a result of the complaint or even before the disclosure, should become the subject for example, but not exhaustively, threats and/or warnings of any type or kind or is dismissed, demoted, unjustly transferred, harassed, mobbed etc., the Supervisory Board appointed in terms of Legislative Decree 231/2001 may immediately intervene.

The greatest possible confidentiality is guaranteed by the recipients of the disclosure.

Protection is not guaranteed when it is revealed, even by a penal judgment in a court of first instance, that the informant is liable for the offences of defamation or libel, or when the same offences are even committed at the time of a complaint laid with the judicial or accounting authorities or for civil liability in the same terms, in circumstances of gross or intentional negligence; in such cases the informant may be subject to disciplinary sanctions.

### **9) Disclosure to the National Anti-Corruption Authority**

Informants can make a public disclosure directly when

- the informant has already made a disclosure internally or externally or has made a disclosure externally and has not received acknowledgement before the expiry of the period set regarding measures provided for or adopted for following up disclosures;
- the informant has good reason to believe that the breach could constitute an imminent or clear danger to public interest;
- the informant has good reason to believe that external disclosure could result in the risk of reprisals or could result in a failure to follow up because of the specific circumstances in the actual case, such as the destruction or concealment of the evidence or because of fears that the person receiving the disclosure could collude with the offender or even be involved in the breach itself.

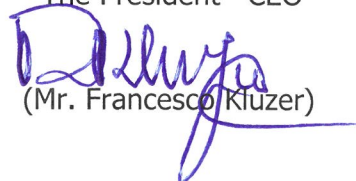
### **10) Improper disclosures**

The company reserves the right to resort to the most appropriate legal provisions, also of a disciplinary nature, in the event of unfounded and groundless disclosures being made.

Any abuse of this Policy with the sole purpose of causing harm to the company or third parties, shall entitle Alba Milagro International S.p.A. to consider the termination by operation of the law of the employment relationship and/or collaboration, *ipso iure*.

23 November 2023

Alba Milagro International S.p.A.  
The President CEO

  
(Mr. Francesco Kluzer)