
 itema LAMIFLEX SCHUCH itemalab CO	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

PC - 04


Whistleblowing Policy

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 <small>itema LAMIFLEX SCHÖCH itemalab CO</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

Summary

1	Introduction.....	3
1.1	Purpose and scope.....	3
2	Legal references.....	3
3	Definitions.....	4
4	Principles.....	4
5	Whistleblowers.....	5
6	Reporting procedures and requirements.....	6
7	Anonymous reporting.....	7
8	Procedure steps.....	7
9	Recipients of the whistleblowing report.....	8
10	Reports management.....	8
10.1	Pre-evaluation (7 days).....	8
10.2	Preliminary investigation (3 or 6 months).....	9
11	Archiving.....	10
11.1	Processing of personal data in the course of investigation.....	10
12	Protection of whistleblowers.....	11
13	Protecting of whistleblowers' confidentiality.....	11
14	Prohibition of discrimination against the whistleblower.....	11
15	Sanctions.....	12
16	Attachments.....	12

 <small>itema LAMIFLEX SCHOCH itemalab co</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

1 Introduction

1.1 Purpose and scope

The purpose of this procedure (hereinafter also the "*Procedure*") is to regulate the process of receiving, analysing and processing reports on conduct constituting potential violations:

- of European Union law;
- of the law of each Member State in which Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc. operate;
- the Organisational Model adopted by the holding company Itema S.p.A. and the subsidiary Lamiflex S.p.A. pursuant to Legislative Decree 231/2001 (hereinafter the "*Model 231*");
- the Code of Ethics adopted by the Itema Group.

Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc, consider relevant, for reporting purposes, by way of example:

- The facts that may constitute offences, unlawful actions, irregularities;
- Behaviour to the detriment of the public interest and of private persons;
- Actions likely to cause damage to the institution's assets or image;
- Actions likely to cause damage to the health or safety of employees, users and citizens or damage to the environment.

For a detailed breakdown of the relevant areas for reporting, please refer to the adopted software platform.

The scope of this Procedure does not include:


- reports on situations of a personal nature concerning claims or complaints relating to relations with hierarchical superiors or colleagues, as well as relating to the performance of one's job;
- reports based on mere suspicions or rumours concerning personal facts which do not constitute an offence: this is because it is necessary both to take account of the interests of third parties who are the subject of the information reported, and to avoid the Company carrying out internal inspections which risk being of little use and in any case costly.

This Procedure is without prejudice to the criminal, civil and disciplinary liability of the Whistleblower in the event of slanderous or defamatory reporting or in cases of wilful misconduct and gross negligence.

The Procedure applies to companies for which the Whistleblowing Platform has been activated.

2 Legal references

- Directive No 1937/2019 of the European Parliament and of the Council of 23 October 2019 on the protection of individuals who report breaches of Union law;
- EU Regulation No. 679/2016 on privacy and subsequent provisions (GDPR) and national privacy regulations;

 <small>itema LAMIFLEX SCHOCH itemalab co</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

- Legislative Decree No. 231/2001 'Regulations on the administrative liability of legal persons, companies and associations, including those without legal liability, pursuant to Article 11 of Law No. 300 of 29 September 2000'.
- Law No. 179 of 30 November 2017, on "Legislation on the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship";
- National collective labour agreements in force, applicable to the staff of the companies on the software platform and any equivalent local legislation.

3 Definitions

Recipient of the report: this is the person or group of persons responsible for receiving, sorting and assessing reports, and for communications with the reporting person. The Recipients of the report are indicated in Article 5 of this Procedure, for the companies for which the software platform has been activated.

Model 231: Organisation, management and control model adopted pursuant to legislative decree 231/20021 by the holding company Itema S.p.A. and by the subsidiary Lamiflex S.p.A. For the purposes of this procedure, any reference to Model 231 must be considered relevant to Itema S.p.A. and Lamiflex S.p.A.

Software Platform: is the computer system that constitutes the method chosen by Itema S.p.A. and Lamiflex S.p.A., Itemalab srl, Schoch & CO srl, Itema Switzerland Ltd, Itema America Inc. for the reception and management of reports. The software platform is provided in SaaS mode and rests on servers owned by the supplier.


Reporting Officer: is the person responsible for the operation of the investigation and for maintaining communications with the whistleblowers.

Whistleblower: is the employee or other person referred to in art. 2 of this Procedure who reports a potential violation of the laws applicable in the State where the company to which the report is made operates or of Models 231 of Itema S.p.A. or Lamiflex S.p.A. respectively, as well as of the Code of Ethics adopted by all Group companies.

Report: is a confidential communication by the whistleblower, made in the manner described in this Procedure, containing detailed information on a potential violation of the laws applicable in the State in which the company to which the report is made operates, in the areas defined by European Directive 2019/1937 and/or by the Group's Code of Ethics and/or by Itema S.p.A. and Lamiflex S.p.A. Models 231.

4 Principles

In order to ensure the effectiveness of the Whistleblowing Management System process and compliance with applicable regulations, the Procedure operates according to the following principles:

 <small>itema LAMIFLEX SCHOCH itemalab co</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	


- **Transparency and impartiality:** reports are handled in a transparent and impartial manner through a defined and declared procedure, with clear deadlines for the start and conclusion of the investigation. This implies an onus of **feedback for the whistleblower**, who has the right to check the progress of the investigation of the report and know the final outcome;
- **Confidentiality:** the personal data of the reporting person and of the reported person are treated in accordance with the principles of absolute confidentiality, also in order not to prejudice the procedure and not to expose the reporting person to risks of retaliation. This entails the **protection of:**
 - **confidentiality of the identity of the Whistleblower** making the report, throughout all internal investigations and assessments and after their closure;
 - **confidentiality of the content of the report as well as the identity of any reported persons;**
- **Protection of the whistleblower from discrimination:** Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, undertake to ensure that those who have made relevant reports, in the reasonable belief based on facts, are not subject to any kind of retaliation. Discriminatory or retaliatory acts adopted by a director or employee of Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, if ascertained, are subject to disciplinary sanctions according to the regulations and rules in force.
- **Protection of the Addressees of the Procedure from direct and indirect pressure and discrimination:** Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, undertake to ensure that the Recipients of the Procedure and the Reporting Manager (as better identified in articles 5 and 6) can manage the Reports (accept or reject, carry out the investigations, conclude the inquiry, impose the sanctions) with due confidentiality and without disturbance or pressure from directors, colleagues or other third party employees of Itema S.p.A, Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, also undertake that such persons shall not be subject to any kind of discrimination or retaliation because of any decision taken or task carried out in accordance with this Procedure.

5 Whistleblowers

The following persons may make a Report under this Procedure¹ :

- Workers, including self-employed persons, of Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc;

¹ The entities listed below are those provided for in Article 4 of Directive 2019/1937 of the European Parliament and of the Council, to which this Procedure is inspired by and complies with as referred to in Article 1.2.

 <small>itema LAMIFLEX SCHOCH itemalab CO</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

- Shareholders and members of the Board of Directors, including non-executive directors, of Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc;
- Trainees, including unpaid ones, and volunteers, from Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc;
- Employees of contractors, subcontractors and suppliers, of Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc;
- Former employees, of Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc;
- Candidates for a job at Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd, Itema America Inc ;
- The recipients of Itema S.p.A.'s and Lamiflex S.p.A.'s Model 231 are as follows (par. 4 of the General Section);
- The addressees of the Code of Ethics adopted by Itema Group4.


6 Reporting procedures and requirements

Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd and Itema America Inc, have chosen to adopt the SaaS platform for receiving and managing reports, which is able to guarantee, by computerised means, the confidentiality of the identity of the whistleblower and the content of the report.

The software platform provides the possibility for the Recipients of Reports to dialogue with the Whistleblower following receipt of the Report and during internal investigations. All communication with the Whistleblower must take place within the software platform in order to store the data relating to each Report, without prejudice to what is stated in paragraph 6.2 below. To this end, each Addressee is provided with a unique credential for access to the software platform, which he or she is required NOT to disclose to third parties.

The Report must be detailed, possibly based on precise and concordant facts, and must be as complete and exhaustive as possible. The Whistleblower is therefore obliged to provide all the available and useful elements to allow the competent entities to carry out the due and appropriate checks and investigations to confirm the validity of the facts reported, such as:

- a clear and complete description of the facts to be reported;
- the circumstances of time and place in which the facts covered by the report were committed;
- the personal details or other elements enabling the person(s) who has/have carried out the reported facts to be identified (e.g. job title, place of employment);
- any documents supporting the report;
- an indication of any other persons who may report on the facts being reported;
- any other information that may provide useful feedback on the existence of the facts reported.

 <small>itema LAMIFLEX SCHUCH itemalab CO</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

For a Report to be substantiated, these requirements do not necessarily have to be fulfilled at the same time, in view of the fact that the Reporting Officer may not be in full possession of all the information requested at the time of sending the Report, but they should be able to be reconstructed in the investigation phase.

Within the software platform, the whistleblower will be guided through each stage of the reporting process and will be asked to fill in a series of fields in order to provide the best possible details. There will also be fields for free writing, in order to allow the reporter the greatest possible freedom of expression. It is therefore essential that the elements indicated are known directly to the reporting person and not reported or referred to by other persons.

For the purposes of taking charge of the report, the personal motives or psychological status of the reporter are not relevant.

7 Anonymous reporting


The software platform provides for the possibility of sending anonymous Reports.

They can only be accepted if they are adequately substantiated and provided with a wealth of details, accompanied by evidence and supported by documents, based on precise and concordant facts.

8 Procedure steps

The flow of receiving alerts involves a two-step system:

- **PRE-EVALUATION PHASE**, in which a preliminary analysis of the Report is carried out in order to verify the Report's compliance with the applicable rules and this Procedure. The PRE-EVALUATION PHASE begins with confirmation to the Reporting Party that the Report has been received and ends **within 7 (seven) calendar days of receipt of the Report by notifying the Reporting Party of the outcome of the pre-analysis (acceptance/rejection of the Report)**.
- **INSTRUCTORY PHASE**, in which internal investigations are carried out in all the forms allowed by law, including meetings with the Whistleblower, requests for further documents or details, possible involvement of third parties with the Whistleblower's consent. **The INSTRUCTORY PHASE must be concluded within 3 (three) months from the date of receipt of the Report. This term could be extended to 6 (six) months**, if this is justified by the specific circumstances of the case and in particular by the nature and complexity of the subject of the report, which may require lengthy investigations.

 <small>itema LAMIFLEX SCHOCH itemalab CO</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

9 Recipients of the whistleblowing report

The Recipients of the Reports for Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland Ltd and Itema America Inc, as better described in table 1, are indicated below.

The PRE-ASSESSMENT PHASE is carried out in a privileged way by the Pre-assessment Subject, who, in case of acceptance, is obliged to inform the Direct Recipients of the Report, in order to start the INSTRUCTORY PHASE.

Only if the Report involves the person in charge of the Pre-assessment or another Direct Recipient, the Whistleblower may address the Report directly to the Alternative Channel.

It is understood that the Pre-assessor and/or the Direct Recipient, at their discretion, may involve the Alternative Recipient, in the absence of conflict, in the concrete case in which this is necessary for the performance of the internal investigation. In order to do so, in order to share the content of the report with the Alternative Recipient, the Pre-assessor and/or the Direct Recipient shall inform the Whistleblower and obtain his/her prior consent.

(Table 1)


PHASE OF PRE-ASSESSMENT and INSTRUCTORY PHASE (PRE-ASSESSOR and DIRECT RECIPIENTS)	INSTRUCTORY PHASE (ALTERNATIVE CHANNEL)
<ul style="list-style-type: none"> • Clemente Federico, Group HR Director • Claudia Maisto, Group Internal Audit&Compliance 	<ul style="list-style-type: none"> • Roberto Rossoni, Group CFO & Legal Director

10 Reports management

10.1 Pre-evaluation (7 days)

For each Report, the Pre-assessor shall carry out an initial verification of the validity of the report received. If it immediately becomes apparent that the report is clearly unfounded, it shall immediately close the report, notifying the reporting person within 7 (seven) days of receipt of the report.

If the reporting person has opted to send the report directly to the Alternative Channel, the Alternative Channel will check the report beforehand and inform the reporting person of the outcome of the assessment.

 <small>itema LAMIFLEX SCHUCH itemalab CO</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

10.2 Instruction (3 or 6 months)

Where the Report is well-founded and relevant, the Pre-assessor proceeds with the instruction, either by sharing the Report with the Direct Recipient or by managing it within the Alternative Channel.

The instruction is the set of activities aimed at verifying the content of the reports received and acquiring useful elements for the subsequent assessment phase, guaranteeing the utmost confidentiality on the identity of the reporter and the subject of the report. Its main purpose is to verify the truthfulness of the information submitted for investigation, providing a precise description of the facts ascertained, by means of audit procedures and objective investigative techniques and specific analyses, making use of the competent structures, possibly also through audit activities, as well as involving the corporate functions concerned by the Report. It is the duty of all the persons involved in the investigation to cooperate with the person in charge of carrying out the investigations. The recipients in charge of carrying out internal investigations may, if necessary, make use of external experts or experts.

The person in charge of carrying out internal investigations can and must keep the Whistleblower updated, and where necessary may ask the Whistleblower for clarifications or the sending of further documents. Communications with the Whistleblower must take place within the software platform.


For each investigation, the Reporting Officer must record in the software platform, in the appropriate fields for the investigation phase:

- the established facts;
- the evidence gathered;
- the causes and shortcomings that led to the occurrence of the reported situation.

If the report turns out to be well-founded and the facts reported therein are ascertained, the Addressee shall activate the company managers to take the due and most appropriate mitigating and/or corrective actions, in addition to those aimed at imposing, if necessary, disciplinary sanctions in line with the provisions of the applicable legislation, the relevant collective labour agreements, and the applicable procedures for protecting the Company's interests (e.g. legal action, suspension/dismissal of suppliers from the Suppliers' Register).

The person in charge of carrying out internal investigations may defer the exercise of the rights of reported persons in order not to prejudice the successful outcome of the procedure. The deferral - pursuant to the applicable privacy rules - will be decided on a case-by-case basis, but any restriction, whatever the actor within the previous Procedure, must be justified and documented within the software platform.

The investigation phase must be completed within 3 months of its launch, or within 6 months if the nature of the investigation so requires. The person in charge of carrying out internal investigations shall justify this extension in writing within the software platform and inform the Whistleblower accordingly.

 <small>itema LAMIFLEX SCHOCH itemalab co</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

The Whistleblower is informed of the closure of the investigation phase and, to the extent possible and in compliance with the privacy of the persons involved in the investigation (with specific reference to the imposition of disciplinary measures), of its outcome.

11 Archiving

In accordance with current privacy regulations, anything that does not relate to the instruction should not be retained, but all data relating to the conduct of the procedure should be kept at least until the outcome of the activity in question.

The Addressees of the Procedure shall ensure that data retention periods are kept in accordance with criteria of proportionality and necessity, in any case provided for and regulated by the Law. In order to ensure traceability, confidentiality, preservation and retrievability of data throughout the procedure, documents are kept and archived:

- in digital format, within the software platform, for the time established by Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, and indicated to the supplier of the software platform.


11.1 Processing of personal data in the course of investigation

Pursuant to the law in force and the company's privacy procedures, the personal data of the persons involved and/or mentioned in the reports are protected according to the principles listed below, in compliance with the requirements of EU Regulation 679/2016.

Right to information: those who are directly involved in the investigation of a report must be duly informed of how their data will be processed. Information is only made available to those involved in the procedure within the software platform. However, it is possible that in an initial phase ("*preliminary investigation*") the right of information of the reported person - among others, the right to know the identity of the reporter - may be deferred in order not to prejudice the success of the Procedure. The deferral will be decided on a case-by-case basis, but any restriction of the rights of the person concerned should be documented.

Data minimisation: the principle of data minimisation applies. Data will not be processed in excess of what is necessary for the purposes of internal investigation. Therefore, the relevant information will be collected immediately after the first selection among those deemed necessary for the continuation of the activities regulated herein, in order to allow the application of the limits set forth in Article 2-undecies of the Privacy Code. A prudential assessment will be made of the balance between the interests involved in any requests for access and those relating to confidentiality and the successful outcome of the procedure. Access to the data will therefore be granted exclusively to internal and external recipients, as correctly identified, and the transfer of information will be limited according to criteria of necessity.

Legitimate interest of the Data Controller: in the context of this Procedure, the due and proper balancing of the legitimate interests of the Company and the fundamental rights of the data subject (the reported person) shall always be carried out.

 <small>itema LAMIFLEX SCHOCH itemalab CO</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

12 Protection of whistleblowers

The entire process of receiving and handling Reports must ensure the confidentiality of the identity of the whistleblower from the moment the Report is received and at every stage thereafter.

For this purpose, in compliance with the regulations in force, Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, have not only provided for the option of sending anonymous Reports, but have also set up a series of mechanisms aimed at protecting the non-anonymous reporter, providing for the following.

13 Protecting of whistleblowers' confidentiality

The use of the software platform guarantees the complete confidentiality of the whistleblower, as only the Pre-assessor and the Recipients can access the report.

In the context of any disciplinary proceedings instituted against the reported person:

- if the alleged facts are based on investigations that are separate from and additional to the report, even if they are consequential to it, the identity of the reporting person shall not be disclosed;
- if the alleged facts are based in whole or in part on the report, the identity of the person making the report may be disclosed to the person(s) involved in the report, where two requirements are met simultaneously: (i) the consent of the person making the report; (ii) the proven need on the part of the person making the report to know the name of the person making the report for the purposes of fully exercising the right of defence.

The identity of the reporting person may also be disclosed:


- With his consent, in the course of the investigation;
- If national legislation requires it;
- In the presence of any investigations or proceedings initiated by the Judicial Authority.

14 Prohibition of discrimination against the whistleblower

The Whistleblower may not be sanctioned, dismissed or subjected to any direct or indirect discriminatory measure affecting his or her working conditions for reasons directly or indirectly linked to the report.

Discriminatory measures include unjustified disciplinary action, harassment in the workplace, changes in job title or location and any other detrimental change in working conditions that is a form of retaliation against the employee.

Reporting, such as, but not limited to: dismissal, suspension, non-promotion, nonreferral, suspension from training, non-renewal or contract conversion in the case of legitimate leave, submission to health checks.

 <small>itema LAMIFLEX SCHOCH itemalab co</small>	COMPLIANCE MANUAL	PC - 04 Version 1 March 2022
	ITEMA GROUP POLICY	

A whistleblower who believes that he or she has suffered discrimination as a result of making a report should be able to report this in detail to his or her supervisor or other appropriate person.

A whistleblower who believes that he or she has suffered discrimination may take legal action against the perpetrator of the discrimination and also against the Company - if the Company actively participated in the discrimination. It should be borne in mind that, in such a case, the law provides for an inversion of the burden of proof and it will therefore be up to the Company to prove that the change in the whistleblower's working conditions did not originate from the report.

15 Sanctions

Failure to comply with this Procedure entails the possibility of applying the Disciplinary System, in line with the provisions of the applicable national labour legislation and collective labour agreements, where applicable.

In particular, sanctions are provided for in accordance with the provisions of the national collective labour agreements in force, applicable to the personnel of Itema S.p.A., Lamiflex S.p.A, Schoch & Co srl, Itemalab srl, Itema Switzerland ltd, Itema America Inc, and any equivalent local legislation, both with regard to persons who violate the measures for the protection of the person making the report *under* articles 7.1 and 7.2, and in the event of reports made with malice or serious negligence or which prove to be false, unfounded or defamatory or in any case made with the sole purpose of damaging the Company, the person making the report or other persons concerned by the report.

Itema S.p.A., Lamiflex S.p.A., Schoch & Co srl, Itemalab srl, Itema Switzerland ltd and Itema America Inc, reserve the right to take appropriate action, even in a court of law.

16 Attachments

The "*Guidelines for the use of the Whistleblowing platform*" are attached to this procedure.

This procedure is effective from the date of its approval by the Board of Directors. Any revision of the procedure must be validated by the Board of Directors.