



WHISTLEBLOWING PROCEDURE

Ilpea Group

APPROVED BY THE BOARD OF DIRECTORS - DECEMBER 12, 2022

INTRODUCTION

This Procedure has been established to ensure that all cases of suspected wrongdoing are reported and managed in a timely and appropriate manner.

Any matter must be reported in good faith.

Should this principle not be respected, local disciplinary procedure will be applied.

PROCEDURE STATEMENT

Ilpea Group is committed to operate lawfully, ethically and with integrity with whoever it deals and wherever it operates, as stated in the Ilpea Code of Ethics.

It is the responsibility of each and every person within Ilpea Group to ensure that this commitment is fulfilled in every day's working life.

However, it may happen that you come across situations where you suspect or know that something is or could become improper, unethical or inappropriate

We have both a legal and a moral duty to take appropriate measures to identify such situations and attempt to prevent or remedy them.

This Whistleblowing Procedure has been adopted by the Companies of Ilpea Group.

SCOPE OF THE PROCEDURE

The aim of this procedure is to:

- ensure that all employees feel supported in speaking up in confidence and in reporting matters that may involve anything, improper, unethical or inappropriate;
- encourage all improper, unethical or inappropriate behavior to be identified and challenged at all levels of the organization;
- provide clear procedures for the reporting of such matters;
- manage all disclosures in a timely, consistent and professional manner;
- provide assurance that all disclosures will be taken seriously, treated as confidential and managed without fear of retaliation;

This procedure is approved by the Board of Directors (or Governing Body) of each Company of Ilpea Group.

WHEN TO DISCLOSE?

This procedure has been established with the aim to deal with concerns raised in relation to specific issues which are in the public interest and as detailed below.

Only genuine concerns should be reported.

Whistleblowing means disclosing information by an employee or contractor, an external person or body that reasonably believes that one or more of the following matters is happening now, took place in the past or is likely to happen in the future.

This is a non-exhaustive list of examples:

- a criminal offence;
- fraud;
- breach of any provision of the Code of Ethics;
- a bribery/corruption;
- a failure to comply with a legal obligation (e.g. breach of a contract or law)
- non observance of an obligation, statutory duty or requirement or administrative requirement, including suspected fraud);
- a danger to the health and safety of any individual;
- damage to the environment;
- a deliberate concealment of information tending to show any of the above.

REPORTING IN GOOD FAITH

In case an allegation is made in good faith, but it is not confirmed by investigation, no action will be taken against the person who made the allegation (hereinafter the “Whistleblower”).

If, however, allegations are made maliciously or simply to cause anger, irritation or distress, disciplinary actions may be taken against the Whistleblower.

WHOM TO CONTACT?

As soon as you become aware of any suspected wrongdoing the matter should be notified to one of the people here below:

- your line manager;
- your local director;

In situations where you feel uncomfortable contacting these people, you are recommended to report the situation by clicking on the link ilpea.report.com (the “Tool”), through which reports may be made by name or anonymously if you wish. The Supervisory Body, composed of impartial professionals properly appointed by the Board of Directors, will take care of the suspected wrongdoing.

WHO CAN USE THE REPORTING PROCEDURE?

This procedure can be used by any employees.

In addition, any other stakeholders such as suppliers, shareholders, customers or other third parties (e.g agents, distributors or joint venture partners) may use this procedure to report suspected wrongdoing.

WHAT AND HOW TO REPORT?

Concerns may be raised orally or in writing, stating that the Whistleblowing Procedure is used.

Where possible, the information below should be included:

- an outline of the known or suspected wrongdoing;
- details, to the best of your knowledge, about when, where and how it occurred;
- a list of the names of those suspected of being involved (both within the Companies and externally);
- a list of the names of anyone who may have relevant information;
- details of how the Whistleblower came to know about the suspected activities;
- what, if any, is the estimated value of the loss to the Companies or other parties;
- what, if any, breaches of internal controls, policy, procedures or other requirements the Whistleblower believes took place;
- any specific recommendations for actions;
- the names of anyone (if any) this incident has been reported to;
- the date and time of making the report.

ANONYMITY

Disclosures made under this procedure may involve highly confidential and sensitive matters. In order not to discourage people from reporting, anonymous disclosures can be accepted. However, during the investigation it could become necessary having to ask for disclosure of the identity of the person(s) involved.

As far as reasonably practicable, the identity of the persons involved will be maintained strictly confidential. There may be circumstances where, because of the nature of the investigation or disclosure, it may be necessary to disclose the identity of the Whistleblower. In such circumstances the Whistleblower will be informed before such disclosure is made.

WHAT HAPPENS FOLLOWING SPEAKING UP?

The person who is acting on the basis of this Whistleblowing procedure through the Tool (report.ilpea.com) will be notified automatically with a receipt upon filing the case. The Whistleblower will be informed on the state of progress of the report within 30 calendar days. In case the Whistleblower is asked to attend any meetings as part of this process, he/she may choose to be accompanied to this meeting by a colleague or a qualified legal professional.

The person managing the meeting may report the incident to other internal departments to the extent strictly necessary to find a quick and professional solution for the matter

These matters must always be kept confidential and, where possible, the details of the person or persons reporting the incident will be removed.

INVESTIGATION

An investigation will be conducted with the utmost care and as speedily and accurately as possible, in accordance with all relevant laws and regulations.

If appropriate, the whistleblower will be regularly informed on the progress of these investigations and any action to be taken.

The purpose of this investigation is:

- to establish if a wrongdoing has occurred, and if so to what extent;
- to minimize the risk of further wrongdoing, to prevent any further loss of assets, damage to reputation and to protect all sources of evidence.

Investigations will be handled as fully, promptly and fairly as possible.

As far as reasonably practicable, the identity of the persons involved will be maintained strictly confidential.

Due to diverse nature of potential disclosures, it is not possible to set in advance a specific timeframe for completion. Most investigations will be managed internally but an external investigator or investigating team may be appointed if felt appropriate.

Any person found to be involved in any wrongdoing will be subject to investigation and if the wrongdoing is confirmed, the local disciplinary procedure will apply (in the case of employees) or in the case of freelancers, temporary agency staff and contractors may have their contract terminated.

Where it is believed that criminal activities have taken place, the matter may be reported to the police or other appropriate competent bodies and legal actions be taken.

PROTECTION

Each Company undertakes that no one who reports any concern under this procedure in good faith will be subjected to any detriment for having filed such report, regardless of whether or not the concern is ultimately substantiated.

In the event that the Whistleblower believes it is being victimized or subjected to a detriment by any person within the company as a result of reporting a concern or assisting the company in any investigation under this procedure, the Whistleblower must inform his/her Line manager or the Local Director immediately or report the same to the Tool. Appropriate action will be immediately taken to protect him/her from any reprisal.

DISCIPLINARY ACTION

If, during the course of the investigation, it is discovered that the matter has not been reported in good faith, the Whistleblower will be subject to investigation and subject to local disciplinary procedure.

DATA PROTECTION AND PRIVACY

All information reported under this procedure shall be treated confidentially as far as reasonably practicable.

There may be circumstances where, because of the nature of the investigation or disclosure, it may be necessary to disclose the identity of the Whistleblower.

In such circumstances the Whistleblower will be informed before such disclosure is made.