

# WHISTLEBLOWING POLICY

Ghella is committed to prevent and act promptly to events that may undermine its values and vision. For this reason, Ghella has established a **whistleblowing process** to encourage and guide the **reporting of any inappropriate / unlawful conduct**, or violation of Ghella's Code of Ethics, Anti-Corruption guidelines, Human Rights guidelines, Organizational Model ex D.Lgs. 231/01 or additional local compliance policies of other Group companies (hereinafter "Compliance Program") and to guarantee a fair, impartial, prompt and confidential evaluation of potential claims by our full- and part-time - employees, interns, subcontractors, suppliers and consultants.

## What to Report

Whistleblowing reports should specifically concern breaches to Ghella's Compliance Program and to Ghella's internal procedures or illegal conduct pursuant to local legislation applicable to Group companies.

Reports may be:

- a. Communications of alleged breaches / violations of the Compliance Programs, internal procedures requirements or local legislation applicable to Group companies;
- b. Requests for clarification on topics expressed in the Compliance Program.

Should the nature of the report fall outside the scope of this policy, a more relevant Ghella policy or process, where available, will be indicated by the recipient of the report.

## How to make a Report

Formal reports should be made in writing, using the dedicated reporting channels available for all Ghella companies (see Annex 1) and should include a detailed description of the breaches/violations raised.

Minor concerns may be resolved, without the need for a formal report, by talking directly to the person whose conduct is causing concern. If this is not possible concerns/requests for clarifications should be raised with **line managers** or alternatively with **Compliance Managers**.

## Handling and analysis of reports

**Supervisory Body (Organismo di Vigilanza- OdV)** or the **Compliance Managers** are formally responsible for receiving and handling Whistleblowing reports and have the duty to ensure appropriate follow-up.

Each report will be considered carefully, and a confidential and accurate analysis will be conducted by the relevant Supervisory Body or Compliance Manager, who will obtain information by the departments concerned and/or by other individuals involved. Should a report not contain sufficient details, the Supervisory Body or Compliance Manager may request additional information by the whistleblower. In order to keep track of communications, ensure transparency and facilitate a formal assessment, written communication is to be preferred throughout the process. The analysis and investigation phases will be addressed and processed within 90 days, unless the nature of the reported issue requires additional time.

Supervisory Body and Compliance Managers will keep reporting individuals informed on the progress of their claim. In particular, they will notify them when the claim has been duly processed and when the investigation has been concluded. Where possible, Ghella will provide feedback to the whistleblower on the outcome of investigations. It should be noted, however, that it may not be possible to give detailed information regarding the actions taken by the Group as this could infringe legal duties, including the privacy and data protection rights of the persons involved or trade secrets or confidentiality undertakings previously accepted by the Group.

All reports must be recorded and all attached documents, including those produced or acquired during the analysis phase, will be appropriately filed.

In the unlikely event of all available internal reporting channels failing to provide a reasonable or efficient remedy to the reported breach, as a last resort, a good faith report to the police or state prosecutors may represent an alternative potential option to report a breach. Appropriate counselling is advised before taking such step.

All recipients of reports mentioned in this policy have the duty to treat sensitive information such as personal data in line with the General Data Protection Regulation (GDPR) and Data Protection Laws.

### **Whistleblower Protection and disciplinary measures**

Reports and the information within them, as well as the identity of the individuals submitting the report (if this has been shared), will be treated confidentially. The identity of the whistleblower will not be revealed without their prior written consent, unless required otherwise by law.

It is also acceptable to report anonymously, without disclosing any personal data. It should be noted, however, that this choice may hinder the resolution of the reported issue, as feedback may be needed for a successful investigation.

Ghella is fully committed to protect whistleblowers from repercussions or any form of disadvantage or discrimination at the workplace linked to or resulting by submitting a report.

Any whistleblower that reports internally a concern in good faith, will not be prosecuted and no action will be taken against him/her in case of the information

supplied cannot be proven or becomes irrelevant or insufficient to address the report. If additional relevant information emerges after a report is made, the whistleblower is encouraged to report this to Ghella immediately, regardless of whether this information supports or invalidates the original report.

Ghella will also take appropriate disciplinary measures in case of bad faith reports, violation of the internal procedure system or relevant applicable laws, and/or for carrying out threats or retaliation against individuals submitting reports.

Disciplinary measures will be proportionate to the extent and severity of the misconduct ascertained and may go as far as termination of employment.

**This Policy is communicated to our employees as part of the mandatory induction process and it is available to all stakeholders via the Company's website and intranet.**

**It is reviewed annually during the Management System Reviews to ensure it is consistent with the Company's mission and vision.**



*Enrico Ghella*  
*Chairman, January 2020*

## Whistleblowing Policy - Annex 1

The following table contains a list of regional Compliance Managers divided by country and provides the relevant contact details:

| Country                                      | Regional Compliance Officer             | Email address                      | Ordinary mail address  |
|--|---|------------------------------------|--|
| <b>Italy</b>                                 | Supervisory Body (OdV) Ghella S.p.A.    | odvghella@ghella.com               | Ghella S.p.A.<br>via Pietro Borsieri<br>2/A, 00195 – Rome,<br>Italy          |
| <b>Europe, Middle East and Africa (EMEA)</b> | Compliance Manager EMEA                 | complianceemea@ghella.com          | Ghella S.p.A.<br>via Pietro Borsieri<br>2/A, 00195 – Rome,<br>Italy          |
| <b>Scandinavia</b>                           | Compliance Manager Scandinavia          | compliance-scandinavia@ghella.com  | Ghella S.p.A -<br>Hausmannsgate 6<br>0186 Oslo, Norvegia                     |
| <b>Asia and Pacific (APAC)</b>               | Compliance Manager APAC                 | complianceapac@ghella.com          | Level 12, 2 Elizabeth<br>Plaza<br>North Sydney NSW<br>2060 - Australia       |
| <b>Latin America (LATAM)</b>                 | Compliance Manager LATAM                | compliance-latam@ghella.com        | Manuela Saenz 323<br>8° Piso Of. 801<br>CP 1107 - Buenos<br>Aires, Argentina |
| <b>North America and Venezuela</b>           | Compliance Manager Ghella North America | compliance-northamerica@ghella.com | 6205 Blue Lagoon<br>Drive, Suite 290<br>– 33126 - Miami,<br>Florida, U.S.A.  |