SCUOLA POLITECNICA DI DESIGN S.R.L.

POLICY WHISTLEBLOWING

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1. Introduction

This Policy aims to define and regulate the organizational actions and internal processes required to establish and implement, within Scuola Politecnica di Design S.r.l. (hereinafter also "SPD" or "the School"), an internal reporting system for potential violations that ensures the confidentiality of the individual concerned and protection against retaliatory acts, as further detailed in the following sections (so-called Whistleblowing).

This Policy has been adopted pursuant to Legislative Decree 24/2023 and Article 6, paragraph 2-bis of Legislative Decree 231/2001, and therefore constitutes an integral part of the Organization, Management, and Control Model adopted by the School under Legislative Decree 231/2001.

SPD believes in a corporate culture where everyone feels free to share and communicate genuine concerns regarding alleged irregularities without fear of negative consequences, in line with the fundamental values promoted by the School. The School fosters an environment of openness, transparency, and integrity while at the same time discouraging individuals from engaging in misconduct or irregularities.

This Policy has also been drafted taking into account the guidance set out in the ANAC Guidelines (approved by Resolution No. 311 of 12 July 2023), the CNDCEC Guidelines, and the Confindustria Guidelines of October 2023.

2. Definitions

For the purposes of this Policy, the following definitions shall apply:

a) "**Whistleblowing Officer**" (or "RWB"): the individual appointed by the Board of Directors and entrusted with receiving reports submitted through the Internal Reporting Channel, managing the report by initiating the necessary investigation, fulfilling reporting duties following the conclusion of the investigation, and providing feedback to the reporting person. The RWB operates with autonomy and independence from the company's management and governing bodies and possesses specific expertise in handling reports of violations and related internal investigation activities.

b) "**Internal Reporting Channel**" or "Whistleblowing Platform": the internal channel dedicated to the submission and management of reports, including anonymously, which ensures the confidentiality of the identity of the Reporting Person, the Reported Person(s), and all other individuals involved, as well as the confidentiality of the content of the report and the related documentation.

c) "**Reporting Person**": an individual who submits a report through the procedures and channels established by this Policy and is therefore entitled to the related protections.

d) "**Report**": an information notice submitted through one of the Reporting Channels provided for in this Policy by the Reporting Person and managed in accordance with the provisions of this Policy. Reports are defined as information, including reasonable suspicions, concerning violations already committed or not yet committed (but which, on the basis of concrete elements,

may occur), as well as conduct aimed at concealing them (e.g., concealment or destruction of evidence), of which the Reporting Person has become aware in the work context.

e) "**Reported Person**" or "Involved Person": the individual identified in the report as responsible for the violation or otherwise implicated in the reported or publicly disclosed violation.

f) "**Retaliation**": any conduct, act, or omission, even if merely attempted or threatened, carried out as a result of a report, a complaint to the judicial or accounting authority, or a public disclosure, which causes or may cause the Reporting Person or the individual who lodged the complaint, directly or indirectly, an unfair detriment.

g) "**Whistleblowing Legislation**": the provisions set forth in Legislative Decree 24/2023.

h) "**Whistleblowing Policy**" (or "WB Policy"): this Policy.

3. Scope of application

3.1 Scope of Application: individuals entitled to submit reports and benefit from protections

The following categories of individuals may use the reporting channels governed by this Policy and benefit from the related protections:

- persons with functions of administration, management, control, supervision, or representation, even if such functions are exercised de facto, within the Company;
- employees of SPD, regardless of their contractual classification;
- self-employed workers, suppliers of goods and services, collaborators, freelancers, students, and consultants who carry out their activities in favor of SPD;
- interns and trainees, whether paid or unpaid, who perform their activities at the School..

The protections granted to the Reporting Persons listed above also apply where the report is made:

- before the legal/employment relationship with SPD has commenced, if the information on the violations was acquired during the recruitment process, in other pre-contractual stages, or during the probationary period;
- after the termination of the legal/employment relationship, if the information on the violations was acquired during the course of the relationship itself..

3.2 Extension of protections to individuals other than the reporting person

Protections under this Policy are also extended to:

- facilitators assisting the Reporting Person in the reporting process;
- individuals connected to the Reporting Person who may suffer retaliation in a work-related context, such as colleagues or relatives;
- entities owned by the Reporting Person or for which the Reporting Person works, as well as entities operating in the same work context, if they risk retaliation because of the report.

4 Objective scope

4.1 Content of reports

The scope of whistleblowing legislation includes reports of conduct, acts, or omissions of which the reporting person has become aware in the work context, which appear to fall into the following categories:

- unlawful conduct relevant under Legislative Decree 231/01 (i.e., relating to one of the so-called predicate offenses under Legislative Decree 231/01);
- violations of the 231 Model, the Code of Ethics adopted by SPD, and company Procedures and Policies expressly referred to by the Model (so-called 231 protocols);
- violations of EU legislation where they fall into the following categories:
    - unlawful acts committed in violation of EU legislation listed in Annex 1 of Legislative Decree 24/23 and the related national implementing provisions;
    - acts or omissions harming the financial interests of the European Union (Art. 325 TFEU);
    - acts or omissions concerning the internal market that undermine the free movement of goods, persons, services, and capital (Art. 26(2) TFEU);
    - acts or conduct that defeat the object or purpose of EU provisions in the sectors listed above.

Also included are conduct such as:

- environmental crimes (discharge, emission, or release of hazardous substances; unlawful disposal of hazardous waste);
- fraud, corruption, and other unlawful activities connected to EU expenditures;
- abusive anticompetitive practices (e.g., predatory pricing, tied sales, target rebates).

Reports may also concern well-founded suspicions of violations not yet committed, as well as conduct aimed at concealing them (e.g., destruction of evidence).

The following remain outside the scope of this Policy: i) classified information; ii) medical and legal professional secrecy; iii) secrecy of judicial deliberations; iv) procedural secrecy in criminal investigations; v) provisions on judicial autonomy and independence; vi) national defense and public order; vii) the right of workers to consult representatives and trade unions.

4.2 Exclusions

The following reports are excluded from the protection provided under this Policy:

- reports linked to a personal interest of the Reporting Person or of the individual who has filed a complaint with the judicial or accounting authority, where such reports relate exclusively to their individual employment relationships or to relationships with hierarchically superior figures;

- reports concerning national security and defense;
- reports concerning violations already governed by mandatory reporting regimes in specific sectors, for which the ad hoc reporting discipline continues to apply (e.g., financial services, anti-money laundering, counter-terrorism, transport safety, environmental protection);
- reports concerning information that is already in the public domain.

4.3 Characteristics of reports

Reports must be as precise and detailed as possible and must include all elements necessary to enable the competent bodies to carry out the appropriate checks and verifications in order to assess the validity of the facts reported.

For this purpose, the report should specify:

- the personal details of the Reporting Person (name, surname, place and date of birth), as well as contact information for subsequent communications;
- the time and place in which the reported facts occurred, together with a clear and complete description thereof, specifying, where possible, how the facts came to the Reporting Person's knowledge;
- the personal details or other elements enabling the identification of the individual to whom the reported facts are attributed;
- any 231 procedures or protocols that are believed to have been violated;
- the indication of any other persons who may be able to provide information on the reported facts;
- any other information that may be useful in verifying the existence of the reported facts.

The Reporting Person may also attach documents providing further evidence related to the reported facts.

In all cases, the Reporting Person is required to declare whether they have a private interest connected to the report.

4.4 Anonymous reports

Anonymous reports (i.e., reports lacking elements that allow the identification of their author), submitted in the manner set out in this document, may be processed in accordance with this Policy only if they are specific, detailed, and supported by adequate documentation.

In the event of anonymous reports, if the author is subsequently identified during the handling of the report or otherwise becomes identifiable, the protections provided under the legislation referred to in this Policy shall apply.

5. Internal Reporting Channels

In accordance with the provisions of Legislative Decree 24/2023, SPD has established an internal reporting channel. In addition, and only on a residual basis and under the conditions set out in this Policy, reports may also be made through the external channel established with ANAC or by means of so-called "public disclosure."

In any case, the right to file a complaint with the judicial or accounting authorities remains unaffected, where the relevant conditions are met.

5.1 Function responsible for receiving and managing internal reports

The function responsible for receiving and managing internal reports is the Whistleblowing Officer (RWB), a role assigned—following careful evaluation by the Board of Directors—to an external professional possessing the autonomy, independence, and expertise required by law.

The RWB may rely on company functions or on specifically appointed external professionals for the purpose of carrying out investigative or follow-up activities.

5.2 The internal reporting channel

The School has adopted an internal reporting channel that complies with the requirements of Legislative Decree 24/23 and is suitable for ensuring the confidentiality of the reporting person's identity and that of the individuals involved, as well as the content of the report and the related documentation.

Specifically, SPD has activated the "Whistleblower Software" platform by Formalize, accessible via the link: https://whistleblowersoftware.com/secure/SPD, which allows for three different types of reporting:

- written reporting through encrypted IT procedures;
- oral reporting by submitting a voice message;
- an in-person meeting with the RWB, requested by the reporting person through the platform.

If a person other than the RWB receives a report identifiable as whistleblowing, they must immediately, and in any case within seven days of receipt, forward it to the competent person, simultaneously informing the reporting person of the transmission

6 Management of internal reports

Once a report has been received, the RWB shall—always through the platform—issue an acknowledgment of receipt to the Reporting Person within 7 days of receipt.

If a direct meeting is requested, the RWB must arrange it in a location suitable for ensuring confidentiality within a reasonable time. The content of the meeting, subject to the Reporting Person's authorization, shall be documented either by recording on a suitable device or in minutes signed by the Reporting Person to confirm accuracy.

6.1 Preliminary phase

The RWB shall first verify that the requirements of admissibility and eligibility of the report, as set out in this Policy, are satisfied, and in particular that:

a) the Reporting Person is entitled to submit the report;

b) the subject matter of the report falls within the objective scope of Legislative Decree 24/2023;

c) there are no grounds for exclusion as set out in §5.2;

d) the report contains the mandatory elements referred to in §5.3 and is therefore not excessively generic, inappropriate, or irrelevant.

If conditions a), b), or c) are not met, the RWB shall declare the report inadmissible and inform the Reporting Person accordingly.

If the report concerns a matter excluded from the objective scope of application, the RWB may forward it to the competent organizational unit (e.g., the Human Resources Office in the case of a personal request relating to the employment relationship).

If condition d) is not met (e.g., the report is generic, manifestly unfounded, or irrelevant), the RWB shall declare the report non-admissible and notify the Reporting Person.

The RWB shall archive the report, ensuring the traceability of the reasons.

6.2 Investigation phase

If the report is deemed admissible and is supported by sufficient elements to proceed, the RWB initiates the investigation phase and, for this purpose:

- may request clarifications and additional information from the Reporting Person and/or any other individuals involved in the report, adopting the necessary safeguards to ensure confidentiality;
- may maintain direct communication with the Reporting Person;
- if it does not prejudice the conduct of the investigation and the RWB considers it necessary to obtain information from the Reported Person, may inform the latter of the existence of a report concerning them and collect the relevant information either through a written request or by means of a hearing, with the meeting duly recorded in minutes. The RWB is not obliged to inform the Reported Person of the existence of a report against them; however, if the Reported Person is already aware of it, they may in any case request to be heard. In such case, the RWB shall comply with the request, inviting the Reported Person to submit their written observations.

6.3 Decision phase

At the conclusion of the verification, the RWB shall:

- close the report if unfounded, providing reasons;
- declare the report well-founded and communicate the outcome to the Board of Directors for appropriate follow-up.

6.4 Feedback to the Reporting Person

Within 3 months of acknowledgment (or, if not given, within 3 months from 7 days after submission), the RWB provides feedback to the Reporting Person, communicating:

- closure of the report;
- confirmation of the report and its transmission to competent bodies;
- activities carried out to that point.

If the investigation is not concluded by the deadline, an interim update must be provided, followed by the final outcome once available.

All communications between the RWB and the Reporting Person occur through the platform or by other means that ensure confidentiality. All activities carried out by the RWB are documented and tracked from receipt to closure and stored in secure archives accessible only to the RWB.

At all stages (preliminary, investigative, decision), the confidentiality of the identities of the Reporting Person, the Reported Person, and any other persons mentioned must be ensured.

6.5 Processing of personal data

The processing of personal data of the individuals involved and/or mentioned in the reports, as well as of the Reporting Persons, is carried out in accordance with Legislative Decree 24/2023, EU Regulation 679/2016 (GDPR), Legislative Decree 196/2003 as amended (Privacy Code), and Legislative Decree 201/2018.

6.6 Reporting following internal reports

In the event of a positive outcome of the investigation (i.e., evidence of an offense/a violation of the 231 Model among those listed in §6.1), the RWB shall prepare a written report detailing the course of the investigation, the evidence collected, and the conclusions reached. This report shall be immediately forwarded to the Board of Directors—while always safeguarding the confidentiality of the Reporting Person's identity—so that it may adopt the organizational and disciplinary measures it deems appropriate.

The same report shall also be transmitted in parallel to the School's Supervisory Body (OdV), so that it may adopt the measures provided for by the Model, as necessary in light of the RWB's findings, where the matter concerns a violation of the 231 Model or the commission of a predicate offense under 231.

In the event of a negative outcome (unfounded reports), the RWB shall report to the Board of Directors through an annual report containing aggregated information on the results of the activities carried out following the reports received. The same report shall also be filed with the OdV.

As soon as a report is received by the RWB and deemed admissible, if it relates to a violation of the School's 231 Model or the possible commission of a predicate offense under 231, it must be immediately transmitted—with full protection of the Reporting Person's confidentiality—to the OdV. The OdV may then proceed with its own independent investigation, but without access to the Reporting Person's name; if that information is essential, the OdV must await the outcome of the RWB's investigation.

7 External reports

The reporting channels to be used as a standard and priority are the internal ones adopted by the School.

However, Legislative Decree 24/2023 provides that Reporting Persons, on a residual basis and under specific and strictly defined conditions, may use an external reporting channel managed by the National Anti-Corruption Authority (ANAC), or resort to public disclosure. In relation to external reports as well, the confidentiality of the Reporting Person is protected in accordance with Legislative Decree 24/2023.

In any case, Reporting Persons retain the right to file a complaint with the competent authorities.

Recourse to external channels is permitted only for violations of EU law and the related national implementing provisions. Violations of the School's 231 Model cannot be reported through the external channel.

7.1 External reporting to ANAC

The Reporting Person may submit an external report to ANAC if, at the time of submission, at least one of the following conditions applies:

a) an internal reporting channel is not required in their work context, or such channel, although required, has not been established, or, if established, is not compliant with Legislative Decree 24/2023;

b) the Reporting Person has already submitted an internal report through the dedicated channel established by the School, and no follow-up has been taken;

c) the Reporting Person has reasonable grounds to believe that, if they were to submit an internal report, it would not be effectively followed up, or that such report may result in a risk of retaliation;

d) the Reporting Person has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

ANAC has made the dedicated reporting channels and instructions for using the external reporting channel available on its website at: https://www.anticorruzione.it/-/whistleblowing**.**

7.2 Public disclosure

The Reporting Person may make a report by means of public disclosure, making information on violations publicly available (e.g., through the press or social networks), and may benefit from the protection provided under this Policy only if, at the time of the public disclosure, one of the following conditions applies:

- the Reporting Person has first submitted an internal report and an external report to ANAC, and neither received feedback within the prescribed time limits;
- the Reporting Person has submitted an external report directly, and no feedback was received within the prescribed time limits;
- the Reporting Person has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest (e.g., an emergency situation or a risk of irreversible damage);

- the Reporting Person has reasonable grounds to believe that submitting an external report may expose them to retaliation, or that the report may not be effectively followed up (e.g., evidence may be concealed or destroyed, or the recipient of the report may be colluding with the perpetrator or otherwise involved in the violation).

In the absence of the above conditions, the Reporting Person shall not benefit from the protections set out in Legislative Decree 24/2023.

8 Protection of the Reporting Person

The protections granted to the Reporting Person (and to the individuals assimilated to them under §4.1) for reports made in compliance with the applicable legislation are as follows:

1. the obligation of confidentiality regarding their identity;
2. the prohibition of retaliatory acts against them;
3. the limitation of their liability for the disclosure or dissemination of certain types of protected information.

The protections provided under the Whistleblowing Legislation, described below, apply if, at the time of reporting, the Reporting Person:

- had reasonable grounds to believe that the information reported was true (e.g., the Reporting Person must have specified the time and place of the facts and provided a specific description; they must not have knowingly reported false information or information that was manifestly unfounded) and that it fell within the objective scope of reporting as set out in §5 above;
- complied with the provisions of this Policy.

The motives that led the Reporting Person to make the report are irrelevant for the purposes of their protection.

Protections are excluded when:

- the Reporting Person has been found liable by a judgment (including at first instance) for the crimes of slander or defamation, or for the same offenses committed in the context of a report to the judicial or accounting authority; or
- the Reporting Person has been found civilly liable by a judgment (including at first instance) for having intentionally reported false information, with willful misconduct or gross negligence.

In such cases, disciplinary sanctions are also applicable.

9. Confidentiality

Reports may not be used beyond what is necessary to ensure appropriate follow-up.

The identity of the Reporting Person, and any other information from which their identity may be directly or indirectly inferred, may not be disclosed—without their explicit consent—to anyone other than those authorized to receive or follow up on reports.

In the context of any criminal proceedings arising as a result of a report, the identity of the Reporting Person is protected by confidentiality in the manner and within the limits set out in Article 329 of the Italian Code of Criminal Procedure.

In the context of any disciplinary proceedings arising as a result of a report, the identity of the Reporting Person may not be disclosed where the disciplinary charge is based on findings that are distinct and independent from the report, even if resulting from it. Where the disciplinary charge is based, in whole or in part, on the report and knowledge of the Reporting Person's identity is indispensable for the defense of the accused, the report may only be used for disciplinary proceedings if the Reporting Person has expressly consented to the disclosure of their identity.

The Reporting Person shall be notified, by written communication, of the reasons for the disclosure of confidential data in the case provided for in paragraph 5, second sentence, as well as in the internal and external reporting procedures set out in this Policy where the disclosure of the Reporting Person's identity and the related information referred to in paragraph 2 is also indispensable for the defense of the person involved.

Reports are excluded from the right of access provided under Articles 22 et seq. of Law No. 241 of 7 August 1990 and Articles 5 et seq. of Legislative Decree No. 33 of 14 March 2013.

Without prejudice to the above provisions, in the internal and external reporting procedures governed by this Policy, the person involved may be heard, or, at their request, shall be heard, also by way of written submissions including observations and documents.

Legislative Decree 24/2023 also provides that the protection of the Reporting Person's confidentiality extends to the individuals mentioned in the report as well as to the Reported Person. SPD and the RWB implement and guarantee such protections when handling reports, by applying the specific provisions of the Decree.

9.1 Protection against retaliation

The Reporting Person may not be subjected to any form of retaliation, understood as any conduct, act, or omission, even if merely attempted or threatened, that occurs in the work context as a result of the report and causes, directly or indirectly, unjust harm to the Reporting Person.

Retaliatory acts carried out in violation of this prohibition are null and void.

a) By way of example, and without limitation, the following are considered retaliatory acts:
   a. dismissal, suspension, or equivalent measures;
   b. demotion or denial of promotion;
   c. reassignment of duties, change of workplace, reduction of salary, or modification of working hours;
   d. suspension of training or any restriction of access to it;
   e. negative performance evaluations or negative references;
   f. disciplinary measures or any other sanctions, including financial penalties;
   g. coercion, intimidation, harassment, or ostracism;
   h. discrimination or any unfavorable treatment;

i. failure to convert a fixed-term employment contract into a permanent one where the worker had a legitimate expectation of such conversion; non-renewal or early termination of a fixed-term employment contract;
j. harm to the person's reputation, including on social media, or economic or financial loss, such as loss of business opportunities or income;
k. blacklisting based on a formal or informal sectoral or industrial agreement, preventing the person from finding employment in that sector or industry in the future;
l. early termination or cancellation of a contract for the supply of goods or services;
m. cancellation of a license or permit;
n. requests for psychiatric or medical examinations.

In judicial or administrative proceedings, or in out-of-court disputes concerning the determination of behaviors, acts, or omissions prohibited under Article 17 of Legislative Decree 24/2023, it is presumed that such conduct was carried out as a consequence of the report, public disclosure, or complaint to the judicial or accounting authority. The burden of proving that such conduct was motivated by reasons unrelated to the report, disclosure, or complaint lies with the person who carried it out.

In the event of a compensation claim filed with the judicial authority by Reporting Persons, if they demonstrate that they made a report, public disclosure, or complaint to the judicial or accounting authority pursuant to this Decree and suffered harm, it is presumed, unless proven otherwise, that the harm was a consequence of such report, disclosure, or complaint.

If the Reporting Person believes they have suffered retaliation, even attempted or threatened, as a result of a report, they may notify ANAC, which must ascertain the causal link between the retaliation and the report and take the appropriate measures. In the case of retaliation committed in the work context of a private-sector entity, ANAC shall inform the National Labor Inspectorate, for measures within its competence.

Individuals referred to in §4 who have been dismissed as a result of a report, public disclosure, or complaint to the judicial or accounting authority have the right to reinstatement, in accordance with the specific rules applicable to the worker.

The competent judicial authority shall adopt all measures, including interim measures, necessary to protect the rights asserted, including compensation for damages, reinstatement in the workplace, orders to cease conduct carried out in violation of Article 17 of Legislative Decree 24/2023, and the declaration of nullity of acts carried out in violation of that provision.

9.2 Limitations of liability for the Reporting Person

The Reporting Person shall not incur criminal, civil, or administrative liability for:

- disclosure and use of official secrets (Art. 326 Criminal Code);
- disclosure of professional secrets (Art. 622 Criminal Code);
- disclosure of scientific and industrial secrets (Art. 623 Criminal Code);
- breach of the duty of loyalty and fidelity (Art. 2105 Civil Code);

- breach of provisions concerning copyright protection;
- breach of provisions concerning the protection of personal data;
- disclosure or dissemination of information on violations that damage the reputation of the person involved.

However, the Decree sets two conditions for the above limitations of liability to apply:

1. at the time of disclosure or dissemination, there were reasonable grounds to believe that the information was necessary to reveal the violation subject to the report;
2. the report was made in compliance with the conditions set out in the Decree in order to benefit from protection against retaliation (i.e., reasonable grounds to believe the facts reported were true, the violation was reportable, and the procedures and conditions for reporting were respected).

It should be noted that this limitation does not apply if the disclosure or dissemination is based on mere speculation, gossip, or motives of revenge, opportunism, or sensationalism.

In any case, liability is not excluded for conduct that:

- is unrelated to the report;
- is not strictly necessary to reveal the violation;
- involves obtaining information or accessing documents unlawfully.

10. Violations of this Policy

Any violation of this Policy constitutes a disciplinary offense, without prejudice in any case to civil, criminal, and/or administrative liability to be determined by the competent authorities. In particular, the following are foreseen:

- disciplinary sanctions against the Reporting Person who—following assessment by the RWB—has (i) reported violations in bad faith that prove to be entirely unfounded or, more generally, (ii) abused or misused and/or intentionally exploited this Policy;
- sanctions against members of the RWB or individuals responsible for, or otherwise involved in, the investigation in the event of a breach of the duty of confidentiality.

The disciplinary procedure and related sanctions are applied in accordance with the School's internal rules (see the Disciplinary System set out in the School's 231 Model) and applicable collective agreements.

11. Document management

Reports and related documentation shall be retained for the time necessary to process the report and, in any case, no longer than five years from the date of notification of the final outcome of the reporting procedure, in compliance with the confidentiality obligations under Article 12 of Legislative Decree

24/2023 and the principles laid down in Article 5(1)(e) of Regulation (EU) 2016/679 and Article 3(1)(e) of Legislative Decree No. 51/2018.

12. Information and training activities

Information about the existence of the Channel, its functioning, and its features shall be specifically provided (by the School) to all employees and collaborators, as well as to those falling within the category of Reporting Persons (suppliers, outsourcers, partners, consultants, etc.).

Information about the Channel and this Policy shall also be made available on SPD's website.

In the case of new hires, the Managing Director shall ensure that the candidate reviews this procedure at the time of hiring, with the support, where appropriate, of the Head of the Function in charge.

13. Closing provision

For all matters not expressly governed by this Policy, reference shall be made to the provisions of Legislative Decree 24/2023 and the rules referred to therein.