

CERETTO AZIENDE VITIVINICOLE S.R.L.

MANAGEMENT PROCEDURE H

Reports of illegal behaviours relevant for the purposes of Italian
Legislative Decree no. 231/01 and of violations of the Model and of
the Code of Conduct

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1. Introduction and scope of the procedure.

Italian Law no. 179/2017 laying down: *“Provisions for the protection of whistleblowers who report offences or irregularities which have come to their attention in the context of a public or private employment relationship”* introduced analytical “whistleblowing” rules, namely those relating to the activity of reporting of illegal conduct, also establishing the need to guarantee the confidentiality of the identity of the whistleblower against any acts of retaliation and discrimination.

Subsequently, Italian Legislative Decree no. 24/2023 intervened in regulating the matter, expanding the scope of the previous regulation and transposing into the domestic legal system Directive EU no. 2019/1937 aimed at dictating uniform rules on whistleblowing within the Member States.

This procedure lays down specific rules for reporting illegal behaviours and integrates, also from the disciplinary perspective, the contents of the Organisation, Management and Control Model as well as the Code of Conduct of CERETTO AZIENDE VITIVINICOLE S.R.L..

2. Recipients.

The recipients of this procedure are:

1. persons who hold functions of representation, administration or management at CERETTO AZIENDE VITIVINICOLE S.R.L. The recipients also include those who, even de facto and in the absence of any formal assignment, perform management and/or control of the Company (“**senior persons**”);
2. persons subject to management or supervision by one of the senior persons;
3. personnel seconded to the Company;
4. shareholders, members of the corporate bodies, collaborators, partners, suppliers, consultants, freelancers and, more generally, anyone who holds a relationship with the Company.

3. Main definitions.

For the purposes of providing a full understanding of the fulfilments, procedural methods and guarantees envisaged by this procedure, the main definitions borrowed from Italian Legislative Decree no. 24/2023 are indicated below:

- A. “**information about violations**”: information, including well-founded suspicions, regarding violations committed or that, based upon concrete evidence, may be committed in the organisation in which the whistleblower or the person who makes a report to the judicial or accounting authority holds a legal relationship, as well as elements regarding conduct aimed at concealing those

violations.

- B. “**report**” or “**to report**”: the written or oral communication of information about violations.
- C. “**internal report**”: the written or oral communication of information about violations, submitted via the internal reporting channel envisaged by this procedure.
- D. “**whistleblower**”: the natural person who makes the report or public disclosure of information about violations acquired within the work context.
- E. “**facilitator**”: the natural person who assists a whistleblower in the reporting process, acting within the same work context and whose assistance must be kept confidential.
- F. “**work context**”: work or professional activities, present or past, as part of a legal relationship with CERETTO AZIENDE VITIVINICOLE S.R.L., through which, irrespective of the nature of those activities, a person acquires information about violations and as part of which he/she risks suffering retaliation in the event of a report or public disclosure or complaint to the judicial or accounting authority.
- G. “**person involved**”: the natural or legal person mentioned in the internal or external report or public disclosure as a person to whom the violation is attributed or as a person in any case implicated in the violation reported or disclosed publicly.
- H. “**retaliation**”: any behaviour, act or omission, even only attempted or threatened, implemented based upon the report, complaint to the judicial or accounting authority or public disclosure that causes or may cause to the whistleblower or to the person who made the report, directly or indirectly, unjust damage.
- I. “**follow-up**”: the action undertaken by the person assigned to manage the reporting channel to assess the existence of the reported facts, the outcome of the investigations and any measures adopted.
- J. “**response**”: communication to the whistleblower of information relating to the follow-up or intended follow-up of the report.

4. What can be reported.

The recipients of this procedure send detailed reports, of which they have become aware within the work context, concerning:

- **illegal behaviours:** behaviours, acts or omissions, that may constitute, even only at the level of an attempt, one or more of the predicate crimes involving liability for CERETTO AZIENDE VITIVINICOLE S.R.L. envisaged by Italian Legislative Decree no. 231/01 and by Italian Law no. 146/2006 (relating to transnational crimes);
- **violations** of the Organisation, Management and Control Model as a whole, thus including the Special Parts, the Code of Conduct and the protocols/procedures cited by the same.

The reports regulated by this procedure may not concern disputes, claims or demands exclusively concerning the individual employment relationship or relating to one's work relationship with hierarchically superior figures (for example, labour disputes, discrimination between colleagues, interpersonal conflicts between the whistleblower and another worker) or matters of exclusively personal nature not relating to the work context.

It is noted that the rules contained in this procedure do not exclude or limit the right of the whistleblower who has become aware of the illegal behaviours described above to contact the competent judicial authority directly.

No punishment can be given to those who reveal or disseminate information about violations covered by the obligation of secrecy or the protection of copyright or personal data or to those who reveal or disseminate information about violations that offend the reputation of the person involved or reported, when, at the time of the revelation or disclosure, there are well-founded reasons to believe that the revelation or disclosure of the information is necessary to reveal the violation.

Except where the act may constitute a crime, the whistleblower cannot be held liable for acquiring information about violations or for accessing the same.

Liability cannot, however, be excluded for behaviours, acts or omissions that are not related to the report and that are not strictly necessary to reveal the violation (as in the case of illegal access to a company computer system to acquire information about the violation, which may be criminally punished).

When information and documents that are communicated to the body in charge of receiving them (SB of CERETTO AZIENDE VITIVINICOLE S.R.L.) are subject to corporate, professional or official secrecy, any disclosure by excessive methods with respect to the purpose of eliminating the offence and, in particular, any disclosure beyond the communication channel specifically established for that purpose constitutes a violation of the respective obligation of secrecy.

This procedure does not apply in relation to reports of violations concerning national security or contracts relating to aspects of defence or

national security, unless those aspects fall under the secondary law of the European Union.

5. Who to report to.

The Supervisory Body of CERETTO AZIENDE VITIVINICOLE S.R.L. is the recipient of the reports indicated in this procedure.

If the report is sent to a different party (for example, direct superior, administration department) and the whistleblower expressly declares that he/she wishes to benefit from the whistleblowing protections or such intention can be inferred from the report, the latter is considered a “whistleblowing report” and should be sent, within 7 days from its receipt, without retaining a copy, to the Supervisory Body, simultaneously informing the whistleblower of such transmission and maintaining the strictest confidentiality of the identity of the whistleblower and of other persons involved as well as of the contents of the report itself.

In circumstances where the report concerns a member of the SB, it must also be sent to the Head of the Administration Department by way of paper medium or with a request for an oral discussion according to the methods indicated in paragraph 6.1 below.

In the latter circumstance, the Head of the Administration Department, having received the report, informs the BoD of the same so that it may take the appropriate measures following the investigation activity performed in conformity with the provisions of this procedure.

6. How to report.

The report may be sent using the dedicated IT platform managed by the Supervisory Body, which is the only entity responsible for dealing with whistleblowing reports.

To guarantee the utmost security and confidentiality for the whistleblower, it is advisable not to access directly from the link provided but to copy the same to a new web page and then access the platform website directly.

The whistleblower must follow the instructions contained in the platform in order to complete the reporting process. If the whistleblower does not intend to remain anonymous, he/she should attach a photocopy of his/her identity card.

At the end of the process, the platform issues two codes to the whistleblower (username and password) which are generated automatically and must be used to gain access at a later stage to check the stage of progress of the report as well as to send/receive messages to/from the SB.

It is noted that the IT programme, for reasons of security and confidentiality of the whistleblower, does not memorise either the username or the password generated.

The whistleblower, therefore, must keep them in a safe place: if they are lost, the report will have to be submitted again.

Alternatively to sending a written report via the IT platform, the whistleblower may also make the report orally, by way of a declaration issued before the SB.

In this case, the whistleblower must make a request via the platform to be heard by the Supervisory Body.

The SB must convene the whistleblower within a reasonable period of time (no more than 7 days after receiving the request); a report is drawn up of the oral declaration, subject to the consent of the whistleblower, signed by the SB and by the whistleblower, who is entitled to receive a copy thereof.

The reports must contain a description, as detailed and specific as possible, based upon precise and concordant factual elements and not on simple suppositions, of the illegal behaviours and/or violations of the Model/Code of Conduct/protocols/procedures and/or behaviours aimed at concealing the aforementioned violations as well as any persons considered to be liable, in order to facilitate the necessary investigations and assessments; the reports may be accompanied by supporting documentation as well as by an indication of any witnesses.

It is not necessary for the whistleblower to be certain of the actual occurrence of the reported facts and the perpetrator of the same; it is sufficient that, based upon his/her knowledge, he/she considers it likely that an illegal act and/or a violation has occurred in the sense indicated above.

Anonymous reports may not constitute an element of evidence and are only taken into consideration for the purpose of performing further investigations only where they have sufficiently detailed and specific content; otherwise, they may not be followed up.

If the whistleblower is subsequently identified, he/she enjoys the protections and safeguards envisaged by this procedure; for these purposes, anonymous reports are archived by the SB and kept for 5 years.

6.1 Report concerning the member of the Supervisory Body.

If the report concerns a member of the SB, the same must be sent to the Head of the Administration Department in paper form or by way of a request for oral discussion.

If the report is sent in paper form, it must be inserted into two sealed envelopes:

1. the first with the identification details of the person making the report together with a photocopy of the identity document; the second with the report, so as to separate the whistleblower's identification details from the report itself.

2. Both must then be inserted into a third sealed envelope containing externally the wording “*for the Head of the Administration Department*”, without an indication of the sender, and must be sent to the administration office of the Company in the town of San Cassiano no. 34, 12051 Alba (Cuneo).

The letter sent must indicate an address, even electronic, for sending communications of response and any updates.

Alternatively, the whistleblower may request an oral discussion with the Head of the Administration Department, who will proceed by the methods indicated in the paragraph above.

7. What the SB does following a report.

7.1 Registration of the report.

The SB, in performing the activities envisaged by this procedure, guarantees the confidentiality of the identity of the whistleblower, of the reported person and of all persons involved in the report (for example, the “facilitator” also with reference to the assistance activity implemented by the latter).

Having received the report, the SB manages the same on the platform, updating its stage of progress and liaising with the whistleblower via the available tools.

Notice of receipt must be sent to the whistleblower within 7 days.

The aforementioned notice must also contain a clear communication regarding the fact that the whistleblower is still entitled, despite the internal report made, to contact the judicial police and/or the courts.

All documentation subject to this procedure (reports, supporting documents, reports prepared by the SB in carrying out the investigation activity, outcomes of the latter) is retained by the SB in a dedicated archive, even electronic, which can only be accessed by the SB itself.

The IT folders containing the documentation are protected by a specific password with a view to preventing any third party access.

In the case of an oral report, the SB registers the same in an “**Electronic Register of Reports**”, attributing to it a sequential alphanumeric identification code and indicating its subject.

Notes are then made on the Register on any updates of the stage of progress of the examination of the report, on the conclusion of the procedure and on any measures taken.

The identification code (alphanumeric) is communicated to the whistleblower at the time of the discussion or, in any case, within 7 days from receiving the report.

The names of the whistleblower, the reported person and any other persons involved in the reports must **not** be transcribed in the “**Electronic Register of Reports**”, nor must any other information (for example, company position, mobile telephone number) allowing for their identification.

The names (and other aforementioned details) of third parties connected to the whistleblower, who may have assisted the whistleblower in the report process in the work context (so-called “facilitators”) must also not be indicated.

7.2 Preliminary check by the SB.

Having received and classified the report, the SB, within the term of 20 days, carries out an initial analysis of the same in order to verify its admissibility.

In the case of:

1. the absence of factual elements suitable to justify assessments (for example, because the report concerns a dispute relating only to a personal employment relationship);
2. generic content of the report which does not give any understanding of the facts;
3. attachment of documentation not relevant to the content of the report or in any case unsuitable to allow for assessments,

the SB may request additional information from the whistleblower.

If it is not possible to bridge those gaps, the SB archives the report, drafting a written motivation of that decision and communicating it to the whistleblower.

If it is found that the report archived during the preliminary check was prepared with wilful intent or gross negligence, the SB informs the Head of the Administration-Human Resources Department, sending all documentation and indicating the identity of the persons involved so that disciplinary measures can be taken against the whistleblower, if appropriate.

This is without prejudice, in the latter circumstance, to any civil/criminal liability of the same.

7.3 Investigation activity of the SB.

The SB, following the preliminary check and within the overall term of 3 months from the date of sending the notice of receipt of the report (or from the expiry of the term of 7 days from receipt of the same, if it was not possible to send the notice of receipt to the whistleblower):

- performs the investigation activity considered necessary, in the exercise of the powers granted to it by the Organisation and Management Model, in order to provide a response to the report within the set terms. All activity must be

documented and any meetings fully recorded in minutes, therein including the questions posed.

Merely by way of example, the SB may: request additional information from the whistleblower; hear from the whistleblower and/or the persons indicated by the same; hear from the reported person, if the latter agrees and only if this does not prejudice the outcomes of any subsequent assessments, even in the courts.

If the reported person makes such a request, the SB must hear from him/her, even by acquiring briefs and documents from the same.

The aforementioned activity must be carried out by methods which guarantee the confidentiality of the identity of the whistleblower and of the reported party and of any other persons involved, without the reported person knowing their identity.

At the end of the investigation activity:

- if the report is considered to be unfounded, the SB archives it, informing the whistleblower; if it is found that the report was submitted by the whistleblower with wilful intent or gross negligence, the SB informs the Head of the Administration-Human Resources Department, sending all documentation and indicating the identity of the persons involved so that disciplinary measures can be taken against the whistleblower, if appropriate.

This is without prejudice, in the latter circumstance, to any civil/criminal liability of the whistleblower;

- if, on the other hand, the report is considered to be well-founded, the SB proceeds, subject to informing the whistleblower, to communicate the report, sending all documentation and an indication of the identity of the persons involved, to the Head of the Administration-Human Resources Department so that he/she may activate the procedures for adopting the necessary measures (i.e. report to the judicial authority, disciplinary measures, etc.).

In any case, the persons involved may send to the SB written observations and documents.

8. Protection of confidentiality.

The reports may not be used beyond what is necessary to investigate them adequately.

The identity of the whistleblower and any other information which may, directly or indirectly, reveal the same may not be disclosed, without the express consent of the whistleblower, to persons other than those responsible for receiving or following up on the reports.

As part of the disciplinary process, the whistleblower's identity may not be disclosed, where the dispute of the disciplinary charge is based upon separate and additional assessments with respect to the report, even if consequent to the same.

If the dispute is based, in whole or in part, on the report itself and knowledge of the whistleblower's identity is essential for the defence of the accused, the report may be used for the purposes of the disciplinary process only with the whistleblower's express consent to the disclosure of his/her identity.

In that latter case, as well as in circumstances whereby the disclosure of the whistleblower's identity or of other information is essential for the purposes of the defence of the reported person, the whistleblower is notified by written communication of the reasons for the possible communication of confidential data.

9. Personal data processing.

In carrying out the fulfilments envisaged by this management procedure, the data must be processed in full respect of Regulation EU 2016/679 and of Italian Legislative Decree no. 196/2003 as amended and supplemented, as well as in conformity with the rules and procedures adopted by CERETTO AZIENDE VITIVINICOLE S.R.L. on personal data protection.

Personal data that are manifestly not useful for processing a specific report are not collected or, if collected accidentally, are immediately erased.

The rights granted in relation to privacy by Articles 15 to 22 (right of access, right to rectification, right to erasure, right to restriction of processing, right to data portability, right to object, and right not to be subject to a decision based solely on automated processing, including profiling, which produces legal effects concerning him or her or similarly significantly affects him or her) of Regulation EU no. 679/2016 (Privacy Regulation), may not be exercised if their exercise may lead to an actual and concrete prejudice to the confidentiality of the whistleblower's identity.

Internal reports and the respective documentation are stored for the time necessary to process the report and in any case for no more than 5 years with effect from the communication date of the final outcome of the report procedure, subject to particular obligations (for example, in the judicial field and in relation to the protection of rights/legitimate interests).

10. Protection against retaliation and discrimination.

It is strictly prohibited to carry out acts of retaliation or acts of discrimination, of any nature, direct or indirect (such as: application of sanctions, deskilling or lack of promotion, dismissals, transfers, application

of organisational measures having negative effects on working conditions, negative merit notes or negative references, ostracism, harassment, lack of renewal of the employment contracts, early termination or cancellation of the contract for the supply of goods or services, downgrading of a supplier) in detriment to the whistleblower that are in any way linked to the report, even external, made by him/her or to any complaint to the judicial authority presented directly or to any public disclosure.

Those prohibitions also apply in favour of:

1. any facilitators/witnesses;
2. persons from the same work context as the whistleblower or the person who lodged the complaint/lawsuit with the judicial authority or who makes a public disclosure and who are linked by a stable emotional or kinship bond within the fourth degree;
3. work colleagues of the whistleblower or of the person who lodged the complaint/lawsuit with the judicial authority or who made a public disclosure and who work in the same work context and who have with the whistleblower a habitual and current relationship;
4. entities owned by the whistleblower or the person who lodged the complaint/lawsuit with the judicial or accounting authority or who made a public disclosure or for which those persons work, as well as entities that operate in the same work context as the aforementioned persons.

It is prohibited to take measures of any nature against the reported person and the other persons indicated, in the absence of the required investigation by the SB and the additional disciplinary dispute procedure carried out by the competent company departments.

The adoption of disciplinary measures against persons who make reports and against the other persons indicated above may be reported to ANAC (Italian National Anti-Corruption Authority, website: www.anticorruzione.it) which will inform the National Employment Inspectorate so that it may take the appropriate steps.

The dismissal of the whistleblower and of the other persons indicated above due to retaliation or discrimination is invalid. Any change of duties in accordance with Article 2103 of the Italian Civil Code is also invalid, along with any other act of retaliation or discrimination adopted against the same.

It is the responsibility of the employer/principal, in the event of disputes linked to the application of disciplinary sanctions or to deskilling, dismissals, transfers, adoption of organisational/contractual measures having direct or indirect negative effects on the work conditions or on the contractual relationship, subsequent

to the submission of the report, to demonstrate that those measures are based upon reasons unrelated to the report itself.

If one of the recipients of this procedure makes a compensation claim to the judicial authority and demonstrates that he/she made a report, a public disclosure or a complaint/lawsuit to the judicial authority and suffered damage, it is presumed, unless proven otherwise, that the damage is a consequence of the report or public disclosure or complaint to the judicial authority.

The protections envisaged also apply in circumstances where the report is made:

1. when the legal relationship has not yet begun, if the information is acquired during the selection process or in another pre-contractual phase;
2. during the trial period;
3. after the end of the legal relationship if the information on violations was acquired during the relationship itself.

11. Disciplinary and contractual offences.

The following actions constitute disciplinary offences, sanctioned in the forms and by the methods envisaged by the disciplinary system indicated in chapter 7 of the Organisation and Management Model:

- violation of the protection measures of the whistleblower/reported person and other persons involved as well as of the confidentiality obligations;
- commission of retaliation or hindrance to the report;
- making, with wilful intent or gross negligence, of reports found to be groundless.

If it is ascertained, even with a first instance ruling, that the whistleblower is criminally liable for crimes of defamation or slander or in any case for the same crimes committed with the complaint to the judicial or accounting authority or is civilly liable, for the same reason, in cases of wilful intent or gross negligence, the whistleblower is given a disciplinary sanction in the forms and by the methods envisaged by the disciplinary system indicated in chapter 7 of the Organisation and Management Model.

If the circumstances concern personnel seconded to CERETTO AZIENDE VITIVINICOLE S.R.L. or, in any case, personnel of other Group companies who perform activity for CERETTO AZIENDE VITIVINICOLE S.R.L. based upon contracts signed between those companies, the latter will immediately inform the seconding company that holds the employment relationship for the adoption, by the same, of the appropriate disciplinary measures against the transgressor and without prejudice in any case to the other possible consequences of contractual nature.

If the offences are committed by third parties with which CERETTO AZIENDE VITIVINICOLE S.R.L. holds a legal relationship of any nature, the latter may adopt the most appropriate contractual measures, therein including the termination of the contract and compensation for damages.

12. Communication flows.

In the annual report to the BoD, the SB, in strict respect of the confidentiality of the persons involved and adopting the most appropriate measures to avoid any retaliation and/or discrimination, even indirect, of the same, informs the BoD of the activity performed in accordance with this procedure.

Only aggregated data and not named data (number and type of reports received; outcome of the same and any disciplinary measures adopted) may be presented in the report.

If the activity performed in accordance with this procedure leads the SB to believe if it is necessary to make changes to and/or implementations of the Model, the Code of Conduct and the procedures cited therein, the same notifies the competent persons according to the methods envisaged by the Organisation, Management and Control Model.

13. Information and training.

CERETTO AZIENDE VITIVINICOLE S.R.L. plans, in favour of its employees, an information and training session about this procedure.

More generally, the Company informs all Recipients of the content and methods of the same.

14. Approval and amendments.

The BoD is responsible for approving and making any amendments to this management procedure.