PROCEDURE FOR RAISING CONCERNS ON POSSIBLE WRONGDOING

(whistleblowing)

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T.P.S. S.p.A.
Tax ID/VAT no. 00138120126
Reg. Business Register of Varese VA-324791
Offices: Via Lazzaretto, 12 – 21013 Gallarate (VA)
tel. +39 0331797010 - fax +39 0331771107
www.tps-group.it – info@tps-group.it

distretto aerospaziale lombardo

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CONTENTS

1. DEFINITION OF A *WHISTLEBLOWER*

According to the combined provisions of Art. 1 and Art. 2 of Lgs. Decree No. 24 of 10/03/2023, a whistleblower is a person who indicates, discloses or reports to the legal or accounting standards authorities, any breach of national regulations and provisions or those of the European Union, which may harm the public interest or the integrity of public administration or private entities, of which they have become aware in a public or private work setting.

2. SCOPE OF THE PROCEDURE

This procedure sets out the guidelines and basic principles for reporting unlawful behaviour or behaviour that does not comply with or which is contrary to company policy.

It sets out the perimeter, measures and essential processes for the management of reports of potential breaches of law, according to that set out in Directive EU 2919/1937 and Lgs. Decree No. 24 10/03/2023 as well as by current standards within the TPS Group (whistleblowing system, also known as "reporting")

3. MAIN PROVISIONS

As part of this procedure:

- the scope of reports from the reporter (hereinafter also referred to as *whistleblower*) is regulated
- the reporting methods are identified and illustrated
- the safeguarding measures for the whistleblower are identified.

4. PERTINENCE

The procedure is pertinent to any conduct by the following:

- members of the Board of Directors
- management and employees
- other types of worker or collaborator performing their work activities and who provide goods or services or whose work is carried out on behalf of third parties
- freelancers and consultants providing their own services at the company:
- volunteers and interns, paid or otherwise
- shareholders and people in positions of administration, management, control, oversight or representation, even when these functions are performed by means of mere fact.

5. COMPANIES INVOLVED

The procedure applies to the TPS Group companies listed below:

- T.P.S. S.p.A.

- E.M.T.B. Engineering Machinery Tooling Bolzano S.r.l.
- HB Technology S.r.l.
- Satiz Technical Publishing & Multimedia S.r.l.

6. GENERAL FRAMEWORK

In 2019, the EU approved what is more commonly known as the European directive on whistleblowers, or "directive 2019/1937 on the protection of persons who report breaches of Union law".

The aim of the directive is to create a minimum standard to protect the rights of whistleblowers in all member states. Previously, it was the responsibility of the individual states to create their own laws and at the time, only ten of the 28 nations had implemented full policies to protect whistleblowers. These were France, Hungary, Ireland, Italy, Lithuania, Malta, the Netherlands, Slovakia, Sweden and the United Kingdom. The other 18 nations had a partial protection or no protection at all within their system of laws.

The new directive, which has recently entered into force in Italy, following Lgs. Decree no. 24 of 10/03/2023, which transposes and implements EU law, covering those who report breaches in different areas in which corporate activities are performed:

- Public tenders
- Services, products and financial markets and prevention of money laundering, financing terrorism and the financial interests of the EU
- Product safety and conformity
- Transport safety
- Environmental protection
- Protection against radiation and nuclear safety
- Safety of food and animal feeds, health and well-being of animals
- Public health
- Consumer protection
- Protection of privacy and personal data, safety of networks and IT systems
- Sectors pertaining to the EU domestic market, including breaches of regulations on state aid, competition laws and corporate tax.

7. THE TPS GROUP APPROACH

TPS Group encourages anyone who becomes aware of actions or behaviour that breaches company internal codes and practices, laws and regulations, to submit a report, being able to count, on discretion and anonymity and therefore, acting in the utmost confidentiality.

For example, the possible cases for reports include:

- corruption, established directly by means of or at the solicitation of third parties (for example, suppliers, consultants, collaborators, customers and intermediaries);
- conflicts of interest and other breaches of the Code of Ethics;
- unlawful acts, including those envisaged in Model 231/2001 of TPS by representatives of the company in the interests of or to the benefit of same;
- unlawful and/or fraudulent activities that harm the customer or the corporate assets in general;
- breaches regarding safeguarding employees.

For a report to be effective and suitably analysed by the competent facilities, it is necessary to include precise, consistent facts and to supply, where available, documentary evidence to support this.

Of course, it is necessary to avoid false reports based on gossip and information that has not been directly checked.

8. *WHISTLEBLOWER* PROTECTION

The directive 2019/1937 requires the protection of employees who become whistleblowers, as well as freelance workers, contractors, interns, volunteers, non-executive directors and shareholders.

Moreover, it includes future employees who may become aware of information that indicates unlawful behaviour as part of their hiring process.

Even colleagues who help a whistleblower and the family of same must be protected against any retaliation.

This protection is extended to those who report breaches which at the period they felt to be real even if it later emerges not to be the case.

Once a report has been made, whistleblowers must be protected with:

- measures to prevent retaliation, harassment or threats against them, with sanctions applied to anyone who seeks to obstruct the reporting process
- protection against dismissal during legal procedures
- reversal of the burden of proof, so that the company needs to provide proof that it was not seeking to engage in retaliation against an informant
- awareness of the fact that, by reporting an unlawful act, whistleblowers are not in breach of contract, non-disclosure agreements, or similar.

9. REPORTING METHODS

One of the key elements of the directive is the creation of reporting channels that whistleblowers can use if they identify breaches of the law.

Reports can be made through both **"internal" and "external" channels.**

Nonetheless, Art. 6 of Lgs. Decree no. 24 of 10/03/2023 provides for use of the external channel only in the following cases:

a) when there is no provision, within the work environment, for the obligatory activation of internal reporting channels, or when, even if obligatory, the channel is not active or if active, it does not conform to that set down in Article 4 of Lgs. Decree 10/03/2023 no. 24;

b) when the whistleblower has already reported a case internally, pursuant to Article 4 and this has had no follow up.

c) the whistleblower has reasonable grounds to believe that, if an internal report were made, there would be no effective follow up or that said report would lead to the risk of retaliation;

d) the whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

9.1. Contents of the report

Employees and third parties may report any breaches in confidence, as specified below.

Moreover, for the purposes of submitting a report that is as precise as possible and therefore, of use for the relevant enquiries, the whistleblower may take into account the following guide questions when preparing their report:

- What happened?
- Do you know the person responsible for the breach of conduct or unlawful activity? If possible, provide names and other information
- If possible, describe when the incident/s happened and when you were present for same
- What is your relationship with the company (employee, supplier, client, etc.)?

- Where did the event take place?
- Are you able to provide any proof? If appropriate, are you able to forward any attachments?
- Are any supervisors or management involved?
- When did the event take place or for how long has it been occurring? Is the event ongoing?

9.2. "Internal" whistleblowing channels

TPS Group has put in place internal whistleblowing channels, pursuant to Art. 4 of Lgs. Decree no. 24 of 10/03/2023.

Without prejudice to the fact that an internal report can be sent using any of the methods set down in the aforementioned Art. 4, TPS Group also makes a platform available, external to the company IT systems, which serves to receive the reports and to forward them to the person appointed to receive and manage these matters.

The platform allows whistleblowers, where they consider it appropriate, to maintain their anonymity but in any case, to establish a communications channel, using a unique number assigned to the report and which will allow the manager of the report to dialogue with the whistleblower and to update them on the progress and outcome of their report.

A far as concerns T.P.S. S.p.A., the subject appointed to this role is the Supervisory Body *[Organismo di Vigilanza]* (O.d.V.), pursuant to Lgs. Decree 231/01, meaning, **Roberto Beltrami**, a professional figure from outside the company, with the appropriate expertise to perform this role both as reference for the unlawful acts pertaining to Lgs. Decree 231/01 and for those identified by the European Directive on Whistleblowing.

It is in any case possible, in the event the whistleblower sees this as appropriate, to make reports:

- by email, addressed directly to the address reserved to the O.d.V. (odv@tps-group.it)

- in hard copy form, addressed to: Organismo di Vigilanza c/o T.P.S. S.p.A. - Via Lazzaretto n. 12 - 21013 Gallarate (VA) - Italy, marking the envelope "PRIVATE AND CONFIDENTIAL";
- verbally, directly to the O.d.V. In this case, it is possible to request a telephone or Zoom appointment, or a face-to-face interview, sending this to the email address reserved to the O.d.V. (odv@tps-group.it).

9.2.1. Access to the whistleblowing platform

The whistleblowing platform can be reached via the following links:

https://tps-group.integrity.complylog.com/

9.3. Time and methods for management of reports

The time necessary to carry out an enquiry will depend on the complex nature of the individual case.

If the whistleblower can be reached, they will be sent a delivery receipt for the report and, insofar as is possible, on the methods planned or already in place, no more than seven days from receipt of the report.

In the event that the whistleblower decides to use the dedicated whistleblowing platform and to maintain their anonymity, they will in any case receive a reply within the time stated above, using the suitable tracking methods managed via a key code which in turn is managed automatically and autonomously from the platform itself.

The person responsible for processing the report may contact the whistleblower to discuss the facts in hand, where possible or appropriate, and they will diligently follow up the report received. The aim is to obtain better understanding of the fact and, if suitable, further information needed for the enquiry.

The manager for the report will provide a reply to same no more than three months from the date of the delivery receipt or, if no such receipt is sent, no more than three months from the expiry of the seven-day deadline for the submission of the report.

The whistleblower will be informed at the end of the enquiry

9.4. "External" whistleblowing channels

Exclusively in the cases set down in Art. 6 of Lgs. Decree no. 24 of 10/03/2024 and already set out here above, the whistleblower may use alternative channels to the "internal" one:

- external channel managed directly by A.N.A.C. (National Anti-Corruption Authority)
- public disclosure
- report to the prosecution service or auditing authorities.

10. ENTRY INTO FORCE OF THE PROCEDURE

This procedure will enter into force on 15/07/2023 for the company T.P.S. S.p.A.

As far as other companies in TPS Group and involved in this procedure, as stated in chapter 5, are concerned, it is hereby stated that in compliance with the provisions in Lgs. Decree no. 24 of 10/03/2023, the whistleblowing procedure will enter into effect no later than 17/12/2023.

11. PERSONAL DATA PROTECTION

The TPS Group company affected by the report, controller of the personal data, will process the personal data acquired through a whistleblower who is not anonymous, pursuant to Articles 12 to 23 of the European Privacy Regulation (GDPR) no. 2016/679 exclusively for purposes connected to the obligations arising from Lgs. Decree 24/2023.

Without prejudice to the fulfilment of any obligations arising from the law, personal data provided by the non-anonymous whistleblower will not be communicated or circulated in any way.

To avail of the rights inherent to personal data, non-anonymous whistleblowers can directly contact the report manager, the data controller as appointed by the Owner, pursuant to Art. 12 et seq. of the European Privacy Regulations (GDPR) no. 2016/679, via the communications channels already mentioned, meaning the email address odv@tps-group.it or by post, addressed to

Organismo di Vigilanza c/o T.P.S. S.p.A.
Via Lazzaretto, 12 – 21013 Gallarate (VA) - Italy
marking the envelope "PRIVATE AND CONFIDENTIAL"

The O.d.V., as data processor, pursuant to the current regulations on Privacy, requires the data included in the report sent via model or drawn up freely to the pertinent to the purposes set down in Lgs. Decree no. 24 of 10/03/2023.

Moreover, in the detailed description of the conduct giving rise to the report, there must be no information provided that is not strictly pertinent to the subject of same.