



Whistleblowing Policy

Sonders and Beach S.r.l

INDEX

<i>1. Definitions and acronyms</i>	<i>3</i>
<i>2. Purpose of the document</i>	<i>4</i>
<i>2.1 Applicability</i>	<i>4</i>
<i>2.2 Addressees</i>	<i>4</i>
<i>2.3 Training</i>	<i>4</i>
<i>2.4 Regulatory references</i>	<i>5</i>
<i>3. Rules and general principles</i>	<i>5</i>
<i>3.1 Who can make a report</i>	<i>5</i>
<i>3.2 What can be reported</i>	<i>5</i>
<i>3.3 Protecting the whistleblower</i>	<i>6</i>
<i>3.4 Protection of the person being reported</i>	<i>8</i>
<i>3.5 Duty of confidentiality</i>	<i>8</i>
<i>3.6 Anonymity</i>	<i>8</i>
<i>3.7 Processing of personal data</i>	<i>8</i>
<i>3.8 Retention of documents</i>	<i>9</i>
<i>3.9 Sanctioning measures</i>	<i>9</i>
<i>4. Description of the whistleblowing process</i>	<i>9</i>
<i>4.1. Governance</i>	<i>9</i>
<i>4.2 The functioning of the internal whistleblowing system</i>	<i>10</i>
<i>5. The external reporting system</i>	<i>13</i>
<i>6. Public disclosure</i>	<i>13</i>

1. Definitions and acronyms

Company	Sonders and Beach S.r.l.
Employees	Personnel linked to the company Sonders and Beach S.r.l. by a subordinate employment relationship (including part-time, intermittent, fixed-term, temporary, apprenticeship, ancillary employment and workers performing occasional services).
ANAC	National Anti-Corruption Authority
Violations	Conduct, acts or omissions detrimental to the public interest or the integrity of the Company Sonders and Beach S.r.l., as set out in the relevant legislation.
Reporting	The oral or written communication of information on whistleblowing violations
Public disclosure	Releasing information on breaches into the public domain through the press or electronic media, or through any means of dissemination capable of reaching a large number of people
External reporting channel	The communication, whether written or oral, of information on breaches, submitted through the external reporting channel activated by ANAC.
Person involved/being reported	The natural or legal person mentioned in the internal/external report or in the public disclosure as the person to whom the breach is attributed or as someone who is implicated in the breach reported or publicly disclosed.
Whistleblower	The natural person who makes a report or public disclosure of information regarding violations acquired within the context of his/her work.
Facilitator	The natural person assisting the whistleblower in the reporting process, operating within the same work context and whose assistance must be kept confidential
Reprisals	Any conduct, act or omission, even if only attempted or threatened, committed by reason of the whistleblowing, the report to the judicial or accounting authorities or the public disclosure, and which causes or may cause the whistleblower or the person making the report, directly or indirectly, unjust damage.
Reporting in bad faith	A false and unfounded report, made with malice or gross negligence with the aim of damaging or prejudicing one or more employees or the company Sonders&Beach S.r.l.
Non-anonymous reporting	A report that identifies the reporte
Anonymous reporting	A report that prevents the identity of the reporter from being revealed.

2. Purpose of the document

The institute of whistleblowing is recognised as a fundamental tool in the detection of wrongdoing; for its effective operation, however, it is essential to ensure adequate and balanced protection for whistleblowers. With this in mind, in order to ensure that whistleblowers are better protected from retaliation and negative consequences, as well as to encourage the use of the tool, the legislator (in implementation of Directive (EU) 2019/1937) issued the Legislative Decree No. 24 of 10 March 2023 concerning "the protection of persons who report breaches of Union law and the establishment of provisions concerning the protection of persons who report breaches of national laws".

The new rules are aimed at ensuring the manifestation of freedom of expression and information and encouraging the emergence of risks and situations detrimental to Sonders&Beach S.r.l.

Sonders&Beach S.r.l. (hereafter the "Company" or "Sonders&Beach") is committed to spreading a culture of legality and promoting ethical conduct aimed at building an honest and transparent working environment.

The Company encourages employees and potential whistleblowers to report conduct, acts or omissions that harm the public interest or undermine the integrity of the Company itself, in compliance with Legislative Decree no. 24 of 10 March 2023.

In accordance with the legislation on whistleblowing, the Company adopts this policy in order to

- define the governance of the whistleblowing management process;
- define the subject and contents of the report;
- define the operating methods in which the whistleblowing management process is divided.

In providing specific organisational requirements and rules of conduct, this policy defines the procedures for managing reports with the aim of creating a healthy and transparent working environment.

2.1 Applicability

This document applies to Sonders&Beach S.r.l. It is the Company's responsibility to disseminate and communicate it correctly, both internally and externally. In this regard, the policy is published on the Sonders&Beach S.r.l. website, in the section whistleblowing as well as on the company's intranet portal.

The policy was adopted by resolution of the Board of Directors.

2.2 Addressees

This Policy is addressed to all the Company's personnel, including both employees and those who work on the basis of relationships that determine their inclusion in the organisation, including in a form other than a subordinate employment relationship. The policy is also intended for persons to whom the protection provided for by Legislative Decree No. 24 of 10 March 2023 is extended.

2.3 Training

The Company undertakes to provide employees with appropriate training explaining the new legislation set out in Legislative Decree 24/2023 and the correct procedure to follow in order to make a report.

2.4 Regulatory references

- EU Regulation 2016/679 on the protection of personal data ("General Data Protection Regulation - GDPR");
- Privacy Code ("Privacy Code" or "Code"): Legislative Decree 196/2003 amended and updated by Legislative Decree 101/2018 on "Provisions for the adaptation of national legislation to the provisions of EU Regulation 2016/679";
- Legislative Decree No. 24 of 10 March 2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019;
- Law. No. 300/1970: "Workers' Statute".

3. Rules and general principles

With a view to encouraging the proper use of the internal reporting system adopted, the Company adopts the following general principles, which must be punctually observed and integrated in the implementation of its own system.

In particular, by adopting the internal reporting system, in accordance with what is described in this document, the Company aims to:

- protect the stability of Sonders&Beach, the interests of employees, collaborators, customers, shareholders and all stakeholders from the detrimental effects of any violations relating to non-compliance with the relevant regulations;
- promote the development of a culture of legality, based on honesty, fairness and respect for the rules.

3.1 Who can make a report

The range of private sector persons to whom the protection guaranteed by Legislative Decree 24/2023 is extended is much broader than in the previous legislation. It includes:

- employees;
- self-employed persons working for the Company;
- self-employed professionals and consultants working for the Company;
- volunteers and trainees working for the Company;
- shareholders.

It should be noted that for such persons, the protection also applies during the probationary period and before or after the establishment of the employment relationship.

- Persons with administrative, management, control, supervisory or representative functions at the Company.

3.2 What can be reported

The Company is committed to recognising the protection of persons who report violations, including well-founded suspicions, of national or European Union law, of which they have become aware in the context of their work, which may harm the public interest or undermine the integrity of the Company. Information on violations may also concern violations that have not yet committed but that the whistleblower reasonably believes could be committed on the basis of concrete elements.

In particular, reference is made to the following violations:

- breaches of European regulatory provisions with a focus on the following areas: public procurement; services, products and financial markets and the prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems;
- acts or omissions affecting the financial interests of the Union;
- acts or omissions relating to the internal market, which undermine the free movement of goods, persons, services and capital;
- acts or conduct that frustrate the object or purpose of the provisions of Union acts;
- violations of national transposition provisions to European law.

It is also specified that the report must be as detailed as possible in order to allow the persons tasked with receiving and handling reports to establish the facts. Therefore, it is necessary that the following elements are made clear:

- the time and place in which the incident detailed in the report occurred;
- a description of the incident;
- the generalities or other elements that make it possible to identify the person to whom the reported incident is to be attributed.

Pursuant to Legislative Decree No. 24 of 2023, the regulatory provisions do not apply:

- to disputes, claims or requests linked to a personal interest of the whistleblower or of the person making a report to the judicial or accounting authorities that relate exclusively to their individual work or public employment relationships, or are inherent to their work or public employment relationships with more senior figures;
- to reports of breaches already regulated by European Union or national acts;

- to reports of breaches relating to national security, as well as to contracts relating to defence or national security issues, unless such aspects are covered by relevant secondary European Union law.

3.3 Protecting the whistleblower

The protection measures established by Legislative Decree 24/2023 apply to the whistleblower if the following conditions are met:

- at the time of the report, or of the denunciation to the judicial or accounting authorities, or of the public disclosure, the whistleblower had reasonable grounds to believe that the information on the violation(s) that was reported, publicly disclosed, or denounced was true and fell within the objective scope of the relevant legislation;
- the report or public disclosure was made on the basis of the provisions of the relevant legislation. Moreover, the protection of whistleblowers also applies if the whistleblowing, the report to the judicial or accounting authorities, or the public disclosure of information took place in the following cases:
 - when the legal relationship has not yet started, if information on breaches has been acquired during the selection process or in other pre-contractual phases;
 - during the probationary period;
 - after the termination of the legal relationship if the information on breaches was acquired during the course of the same relationship.

It should be noted that the reasons that led the person to report or publicly disclose the information are irrelevant for the purposes of protection.

If the whistleblower's criminal liability is ascertained (including through a judgement of the court of first instance) for the offences of defamation or slander, or for the same offences committed by filing a complaint with the judicial or accounting authorities or public liability, in cases of wilful misconduct or gross negligence, the protections established by the relevant legislation are not guaranteed and the whistleblower may be subject to disciplinary sanctions.

No retaliation is allowed against whistleblowers. In particular, the following cases constitute retaliation:

- dismissal, suspension or equivalent measures;
- demotion or non-promotion;
- change of duties, change of place of work, reduction of salary, change of working hours;
- suspension of training or any restriction on access to it;
- negative merit notes or references;
- the adoption of disciplinary measures or any other sanction, including a fine;
- coercion, intimidation, harassment or ostracism;
- discrimination or otherwise unfavourable treatment;
- failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the employee had a legitimate expectation of such conversion;

- the non-renewal or early termination of a fixed-term employment contract;
- damage, including to a person's reputation, in particular on social media, or economic or financial loss, including loss of economic opportunities and loss of income;
- improper listing on the basis of a formal or informal sectoral or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;
- the early termination or cancellation of a contract for the supply of goods or services;
- the cancellation of a licence or permit;
- the request to undergo psychiatric or medical examinations.

The legislation also extends the protections to the subsequently identified whistleblower if he/she has suffered retaliation, as well as in cases of whistleblowing submitted to the relevant Institutions, bodies and organs of the European Union.

Confidentiality is also extended:

- to the facilitator, in terms of both their identity and the nature of the assistance provided;
- to persons in the same work environment as the whistleblower who are linked to him/her by a stable emotional or family relationship up to the fourth degree;
- to work colleagues of the whistleblower who work in the same context and have a regular and current relationship with the whistleblower;
- to entities owned by the whistleblower, as well as to entities working in the same context as the whistleblower;
- to persons other than the whistleblower who are implicated by being mentioned in the report or in the public disclosure (e.g. persons named as witnesses).

Whistleblowers may inform ANAC of any retaliation they feel they have suffered. The judicial authority before which the matter has been brought shall adopt all the measures, including provisional ones, designed to guarantee suitable protection, including compensation for damages, reinstatement in the workplace, an order to cease conduct and the declaration of nullity in terms of the acts adopted in breach of the provisions of Legislative Decree no. 24/2023.

The whistleblower is guaranteed the protection of confidentiality, extended to the persons mentioned in the report.

Finally, a list of third-sector entities offering free-of-charge support measures to the whistleblower is available through ANAC.

3.4 Protection of the person being reported

The reference legislation set out in Legislative Decree 24/2023 expressly stipulates that the protection of identity is also guaranteed to the natural person being reported, i.e. the person to whom the breach is attributed in the public disclosure (the so-called person involved).

By means of the implemented system, the Company therefore adopts special precautions to avoid the undue circulation of personal information, not only externally but also internally.

The person being reported may be heard by the Company, upon his/her request, including through the submission of written observations and documents. It should be noted that such a person does not always have the right to be informed of any reports concerning him/her, but only within the framework of the proceedings that may be initiated against him/her following the conclusion of the report's management, and if such proceedings are based in whole or in part on the report.

3.5 Duty of confidentiality

The Company does not use the reports beyond what is necessary to adequately deal with them. The identity of the whistleblower, and any other information from which it may be inferred, cannot be disclosed without the whistleblower's express consent to persons/bodies other than those identified as being tasked with receiving and/or dealing with reports.

In the context of criminal proceedings, the identity of the whistleblower is covered by confidentiality in the manner and within the limits provided for in Article 329 of the Code of Criminal Procedure.

Within the framework of proceedings before the Court of Auditors, the identity of the whistleblower cannot be disclosed until the investigation phase is completed.

Within the framework of the disciplinary proceedings instituted by the Company against the person being reported, the identity of the whistleblower cannot be disclosed where the allegation of the disciplinary charge is based on investigations that are separate and additional to the whistleblowing, even if consequent to the whistleblowing.

If the accusation is based, in whole or in part, on the report, and knowledge of the identity of the whistleblower is essential for the defence of the person being reported, the report can be used for the purposes of the disciplinary proceedings only if the whistleblower has given his/her express consent for his/her identity to be revealed.

3.6 Anonymity

The whistleblower is allowed to make the report anonymously, in which case it will not be possible to establish his/her identity.

The subsequently identified whistleblower, who has informed ANAC that he/she has suffered retaliation, may benefit from the protection guaranteed by the relevant legislation, in the event of retaliatory measures. The Company shall register the anonymous reports received and keep the relevant documentation in accordance with the provisions set out in the section 'Retention of documents'.

3.7 Processing of personal data

The Company processes personal data relating to the receipt and management of reports in compliance with Regulation (EU) 2016/679 (RGPD), Legislative Decree No. 196 of 30 June 2003 and Legislative Decree No. 51 of 18 May 2018. In particular, in compliance with the principles set out in Articles 5 and 25 of the GDPR or Articles 3 and 16 of Legislative Decree No. 51 of 2018, providing appropriate information to whistleblowers and the persons concerned pursuant to Articles 13 and 14 of the GDPR or Article 11 of Legislative Decree No. 51 of 2018, as well as taking appropriate measures to protect the rights and freedoms of the persons concerned.

The processing of personal data is carried out by the Company in its capacity as data controller, which, in the management of whistleblowers, makes use of an external party appointed as data processor pursuant to Article 28 of the GDPR.

The Company undertakes to respect the following principles (among others) regarding the protection of personal data:

- To handle data lawfully, fairly and transparently;
- To collect data for the sole purpose of managing and following up on reports;
- To ensure that data is adequate, relevant and limited to what is necessary for the purposes for which it is processed;
- To ensure that data is accurate and up-to-date;
- To retain data for as long as necessary for the processing of the specific report as indicated in Section 3.8 'Retention of documents';
- To ensure processing is carried out in such a way as to guarantee the security of personal data, including protection, by appropriate technical and organisational measures, from unauthorised or unlawful processing and from accidental loss, destruction and damage;
- To provide information ex ante to the possible data subjects on the processing of personal data by publishing it on its website, or on the occasion of the use of other written or oral modalities or on the occasion of a direct meeting with the whistleblower or, finally, in the event that proceedings are initiated against a specific reported person at the outcome of the investigation on the report
- To prohibit the tracking of the user making the report;
- To ensure the tracking of the activity carried out by the staff authorised to handle reports.

3.8 Retention of documents

Reports and related documentation are kept for as long as necessary for the processing of the report, and in any case for no longer than five years from the date of communication of the final outcome of the reporting process, in compliance with confidentiality obligations under the law.

3.9 Sanctioning measures

Unauthorised disclosure of the identity of the whistleblower, the person being reported, or any other person deserving protection, or of information from which their identity may be deduced, shall be considered a violation of this policy. The sanctions set forth against those who violate the protection measures shall be applied, in compliance with the National Collective Labour Agreement and the Workers' Statute. Any action aimed at illegally disclosing their identity shall be considered a violation of this document, shall be subject to the relevant disciplinary proceedings, and may be sanctioned by the relevant authorities.

That said, ANAC is the relevant Authority to impose the administrative pecuniary sanctions established by Legislative Decree 24/2023.

4. Description of the whistleblowing process

4.1. Governance

The Company has entrusted the management of whistleblowing reports to an independent external subject who ensures the independence and impartiality required by the relevant regulations.

The designated and competent person is charged with guaranteeing the integrity, independence, effectiveness, and management of the whistleblowing process, and is considered to be the whistleblowing manager (hereinafter 'the Manager').

The Company has implemented a single internal whistleblowing channel with the adoption of the whistleblowing platform that guarantees the specific characteristics required by law. Any whistleblowers are therefore invited to submit whistleblowing reports through the platform adopted by the Company.

The whistleblower may also submit the report by means of a direct meeting; this request may be finalised by sending a message through the platform adopted by the Company. The Manager will arrange the meeting within a reasonable time and subsequently document the meeting, subject to the consent of the whistleblower, by means of a report that must be verified, corrected where necessary, and, finally, confirmed by the whistleblower with his/her signature. In this case, it is the Manager's responsibility to record the documentation produced through the whistleblowing platform, so that it is retained in accordance with the law.

The Manager periodically monitors the main trends, indicators and actions aimed at increasing awareness of the process and the culture of legality.

He/she is selected annually by the Company's Board of Directors to examine the indicators and analyses prepared on the basis of the whistleblowing reports received.

If the whistleblower submits the report to a person other than the Manager by mistake and without making use of the internal reporting channel adopted by the Company, the report is considered "whistleblowing" and must, within seven days, be forwarded by the person who received it in error to the Manager, so that it can be handled in compliance with the relevant legislation. This must be done if the whistleblower has declared that he/she expressly wishes to benefit from the whistleblowing protections, or if this intention can be inferred from the report itself. Otherwise, the whistleblowing report shall be considered ordinary and the protections and guarantees established by the legislation set out in Legislative Decree 24/2023 shall not apply.

4.2 The functioning of the internal whistleblowing process

As an internal reporting channel, the Company has adopted a whistleblowing platform that meets the requirements of Legislative Decree 24/2023. It is therefore possible, in total confidentiality, to make written reports and to send reports by voice messaging. In this regard, it should be noted that voice messages are subject to alteration (voice morphing) to prevent the identity of the whistleblower from being established.

The whistleblowing process consists of the following steps:

1. Sending the whistleblowing report
2. Receipt of the report
3. Assessment

4. Investigation
5. Final examination and contextual communication
6. Storage.

1. Sending the whistleblowing report

All whistleblowing reports must be submitted to the platform adopted by the Company as an internal channel for whistleblowing, accessible from the whistleblowing section of the corporate website. To complete the report, the whistleblower, once he/she has accessed the platform, is invited to click on the "Send a Report" box.

Firstly, the whistleblower is asked to specify the country where the alleged breach he/she intends to report occurred, and their preferred language.

The whistleblower is invited to provide as many useful elements as possible to enable the persons responsible for managing reports to carry out the due and appropriate checks and verifications to confirm the validity of the facts reported.

The report should indicate

- the circumstances of time and place in which the incident that is the subject of the report occurred;
- the description of the incident
- the generalities, i.e. the other elements enabling the identification of the person to whom the reported facts are attributed;
- an indication of any other persons who may report on the facts that are the subject of the report. The report must contain a clear and complete description of the facts, including any omissions.

After sending the report, the whistleblower may at any time, through the "Secure Inbox":

- supplement the report with further information;
- communicate with the Manager.

For this reason, the whistleblower must keep a record of the report number that is automatically generated by the platform after sending the report, as well as their chosen password.

2. Receipt of the report

Upon receipt of a report via the internal reporting channel, the system will automatically inform the Manager by e-mail that a report has been received on the platform.

The Manager will enter the adopted platform to view the report. He/she shall issue an acknowledgement of

receipt to the whistleblower within 7 days from the date of receipt of the report.

The Manager, should he/she deem it necessary, may request additional information from the whistleblower, while maintaining an active dialogue through the internal whistleblowing channel, thus guaranteeing the utmost confidentiality.

Within the whistleblowing platform, the Manager is responsible for recording the identification code of the report, the date of receipt, the personal data of the whistleblower (only if he/she does not wish to remain anonymous), the technical method used to send the report, and the status of the file (received, under examination, under assessment, archived).

3. Assessment

The Manager is called upon to assess the admissibility of the report. If he/she does not consider it to be admissible, he/she will proceed to archive it. To assess the admissibility of a report, he/she may also refer to the criteria used by the ANAC Guidelines, such as, for example, manifest groundlessness due to the absence of factual elements capable of justifying the investigations.

Once the admissibility of the report and the whistleblowing itself have been assessed, the Manager will initiate the internal investigation of the facts or conduct reported, in order to assess their existence.

4. Investigation

The Manager carries out the investigation phase to follow up on the report. This may take the form of witness statements from third persons, taken by the Manager, and the acquisition of documents, always respecting the confidentiality of the persons involved. For the purposes of the investigation, the Manager may seek specialised advice, such as advice from external lawyers on matters that do not fall within his/her competence. It is necessary to ensure that the investigation is thorough, that it lasts for a reasonable time, and that it respects the anonymity of the whistleblower and of all persons involved, including the person who may be the subject of the report.

If, following this undertaking, elements of manifest groundlessness relating to the report are found, it will be dismissed with adequate justification. If the report is established as a *prima facie* case, the Manager will promptly refer the matter to the Company's relevant internal bodies and/or to the relevant external authorities, each according to its competences.

5. Final examination and contextual communication

Once the outcome of the investigation has been reached, the Manager will provide feedback to the whistleblower within three months from the date of acknowledgement of receipt, giving an account of the measures planned or adopted to respond to the whistleblowing and the reasons for the choices made. Such feedback is essential to ensure confidence in the effectiveness of the entire whistleblower protection system.

At the end of the investigation, the Manager is required to prepare a final report to be submitted to the Company's Board of Directors and Board of Auditors. This must:

- o summarise the course of the investigation;
- o report the conclusions reached;
- o provide recommendations and suggest to the Company the actions that should be taken to remedy any violations found and ensure that they do not occur in the future.

It is up to the Company to impose any disciplinary sanctions upon the reported person, as well as any other measure(s) it deems appropriate to adopt, both with reference to what has been established and at the end of any proceedings instigated before the relevant authorities.

6. Storage

The Manager is responsible for storing all data in a form that allows the identification of the persons concerned for as long as necessary for the processing of the specific report, and in any case no longer than five years from the date of communication of the final outcome of the whistleblowing procedure.

5. The external reporting system

The whistleblower may make an external report if, at the time of its submission, one of the following conditions is met, pursuant to Legislative Decree 24/2023:

- there is no mandatory activation of the internal reporting channel within the working context, or this channel, even if mandatory, is not active or, even if activated, does not comply with the provisions of Legislative Decree no. 24/2023;
- the whistleblower has already made an internal report and the report has not been followed up;
- the whistleblower has well-founded reasons to believe that, if he/she were to make an internal report, it would not be dealt with effectively, or that the report might give rise to the risk of retaliation;
- the whistleblower has reasonable grounds to believe that the breach may constitute an imminent or

obvious danger to the public interest.

The external whistleblowing channel is accessible on ANAC's institutional website and guarantees the confidentiality of the identity of the whistleblower, of the person(s) involved, and of the person(s) mentioned in the whistleblowing report, as well as the content of the whistleblowing report and the relevant documentation.

6. Public disclosure

The whistleblower may make a public disclosure and benefit from the protection provided for by Legislative Decree 24/2023 if one of the following conditions is met:

- The whistleblower has previously made an internal and an external report, or has directly made an external report that has not been acknowledged within the time limits established by law with regard to the measures envisaged or adopted to deal with reports;
- The whistleblower has justified reason to believe that the breach may constitute an imminent or obvious danger to the public interest;
- The whistleblower has well-founded reasons to believe that the external report may entail the risk of retaliation or may not be effectively dealt with due to the specific circumstances of the case (for example: where evidence may be concealed or destroyed or where there is a well-founded fear that the whistleblowing may be in collusion with the author of the violation or involved in the violation).