



IBSA Farmaceutici Italia S.r.l.

- Whistleblowing Policy -

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PURPOSE

This *policy* aims to identify and regulate the process of receiving, analyzing and processing the Whistleblowing Reports – even anonymously or confidentially – carried out by anyone, according to methods aimed at protecting the confidentiality of the identity of the Reporter.

SCOPE OF APPLICATION

This document applies to IBSA Farmaceutici Italia S.r.l. (hereinafter, also "the Company") and all its local units and enters into force from the date of approval by the Board of Directors.

RECIPIENTS

This *policy* is aimed at:

1. all employees of the Company, as well as those who are bound to the aforementioned on the basis of a regulated employment relationship pursuant to Legislative Decree 81/2015 (for example, administration, apprenticeship, intermittent work, etc.);
2. consultants and self-employed workers, in general, who carry out their work at the Company;
3. volunteers and trainees, whether paid or not, who work for the Company;
4. directors, shareholders of the Company and anyone who exercises functions of administration, management, control, supervision or representation, even de facto, of the Company.

REFERENCES AND DEFINITIONS

As part of the *Whistleblowing Policy*, reference is made to the following documentation:

- Organization, Management and Control Model of IBSA Farmaceutici Italia S.r.l.;
- IBSA Group Code of Ethics;
- IBSA Group Anti-Corruption Guidelines;
- Legislative Decree 231/2001 – Regulation of the administrative liability of legal persons, companies and associations even without legal personality;
- D. Lgs. 179/2017 – Provisions for the protection of authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship.
- Italian Legislative Decree n.24 of March 10, 2023 as transposition of the Directive - (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons reporting violations of national legal provisions.;
- ISO 37001:2016 – Anti-bribery management systems

In addition, the following definitions are intended to clarify the meaning given to certain terms used:

- **Whistleblowing report or Report:** communication, written or oral, concerning facts, acts or omissions or conduct constituting illegal acts or irregularities, carried out in violation of national or European laws, regulations, provisions of the authorities, the IBSA Group Code of Ethics, the Organisation, Management and Control Model and the internal regulations of the Company and the Group.
The notion of Reporting does not include information relating to violations governed by the directives and regulations of the European Union and in the implementing provisions of the Italian legal system that already guarantee specific reporting procedures.
- **Whistleblower:** anyone who becomes directly or indirectly aware of illegal conduct, irregularity or violation of company procedures and carries out the Whistleblower.
- **Reported:** the person charged for the conduct being targeted.
- **Person concerned:** a natural or legal person who is referred to in a report as a person to whom the relevant wrongdoing is attributed or with whom that person is associated;
- **Facilitator:** an individual who assists, in a confidential manner, a reporting person in the reporting process in a work-related context
- **Model 231:** Organization, Management and Control Model adopted by the Company, pursuant to Article 6 of Legislative Decree 231/2001.
- **SB:** Supervisory Body of the Company, pursuant to Article 6 of Legislative Decree 231/2001, which is responsible for supervising the functioning and compliance with Model 231, as well as its updating.

SUBJECT AND CONTENT OF THE REPORT

The Report may concern conduct or behaviour, as well as non-compliance, omissions and irregular conduct, of which it has become aware in the work context or even the mere suspicion has been carried out - or that it is believed could be - in violation of national and/or European laws and regulations, or internal rules, which directly or indirectly involve IBSA Farmaceutici Italia S.r.l.

These include, but are not limited to:

1. relevant conduct *pursuant to* Legislative Decree 231/2001, as well as acts of unfair competition, crimes against company assets, offenses relating to public contracts and violation of applicable regulations with respect to the Company's activities;
2. the non-compliance with the IBSA Group Code of Ethics, the Guidelines, the Policies and, in any case, the general principles of conduct that inspire the Company's actions (for example, harassment and inappropriate behaviour towards the Company's staff and those who work in its name and on its behalf);
3. violations of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001 and of the Company's internal regulatory system.

The Report must be detailed and based on precise and consistent facts and, therefore, must contain the following elements:

- the personal details of the Reporter, in the event that the person making the Report does not opt for anonymous mode;
- a clear and complete description of the facts being reported;
- if known, the circumstances of time and place in which they were committed;
- if known, personal details or other elements (such as the qualification and the service in which he carries out the activity) that allow to identify the subject (s) who has/have carried out the reported facts;
- the indication of any other subjects who can report on the facts subject to the Report;
- an indication of any documents which may confirm the validity of those facts;
- any other information that can provide useful feedback on the existence of the facts reported.

It follows that Reports based on mere suspicion or rumors, unreliaables, will not be taken into account. In this perspective, it is advisable that the aforementioned reports are as detailed as possible and offer the greatest number of elements, in order to allow the Company to carry out the necessary checks.

Anonymous Reports fall under the subject of this document only if they meet the above requirements.

Reports concerning disputes, claims or requests related to a personal interest of the Reporter that relate exclusively to their individual employment relationships, including, but not limited to, labor disputes or friction between colleagues, are not allowed.

REPORTING MANAGEMENT

Taking into account that the Company intends to protect the confidentiality of the identity of the Whistleblower, in accordance with the relevant regulations, it has decided to attribute the management flow of the Whistleblowing to the Legal Affairs and Anti-corruption Offices, according to their skills and technical knowledge and the autonomy requirements recognized to the aforementioned, establishing suitable and specific communication transmission channels for this purpose.

In particular, IBSA Farmaceutici Italia S.r.l. has set up and made available a web channel dedicated, exclusively, to the transmission of *whistleblowing* reports, capable of ensuring that the Whistleblower's login is not tracked in any way.

The web channel can be reached, by PC or mobile device, at the following *link*:

<https://ibsawhistleblowing.whistlelink.com/>

Concretely, the Reporter has the possibility to make the Report by filling out an online form, and at the end of the operation a unique number is assigned to the case. The *whistleblower*, then, once the communication has been transmitted, receives a verification code, together with a message of taking charge of the communication itself.

The aforementioned code allows the Whistleblower to integrate the Report and monitor the status of the same, as well as check any request for clarification: in fact, within ninety days of submission, the company provides feedback.

In addition to this, the portal login page contains practical information on the correct use of the tool and the *privacy* policy.

In any case, additional channels are guaranteed and, specifically,

- a postal address to which a formal letter should be sent:

IBSA Farmaceutici Italia Srl
Via Martiri di Cefalonia, 2 - 26900 Lodi (LO)
To the attention of the Compliance Office marked
"Confidential"

Oral reporting is also permitted, at the request of the Whistleblower, through a direct meeting with the Head of the Legal Affairs of IBSA Group to be requested using the channels indicated above.

All reports received through channels other than the web platform must in any case be reported on the aforementioned platform to standardize their management and ensure traceability.

REPORTING ON SIGNIFICANT VIOLATIONS PURSUANT TO LEGISLATIVE DECREE 231/2001

In the specific event that the subject of the Report relates to offences relevant to the application of Legislative Decree 231/2001 and violations of the Organization, Management and Control Model, the Group Compliance Function is required to inform, promptly and no later than forty-eight hours after receipt, the SB for the management of the same and the start of the necessary internal investigation, to the relevant *e-mail* address.

In turn, the Supervisory Body, without prejudice to the need to protect the Whistleblower and/or the correct performance of internal investigations, is required to promptly update (within 48 hours of receipt) the Group Compliance Function on reports that may be received at the *e-mail* address of the SB.

EVALUATION PROCEDURE

Upon receipt of the Whistleblowing Report, the Group Compliance Function and/or the SB, each for the aspects within its competence (hereinafter also referred to as "the Recipients of the Deletions") take charge of the Whistleblowing Report for the related investigative investigations by issuing the Reporter an acknowledgment of receipt of the Report within seven days from the date of receipt.

If the conditions are met, the Recipients of the Reports start the investigation, maintaining interlocutions with the Reporter and carrying out the necessary investigations: specifically, they verify the validity of the circumstances represented in the Report through any activity they deem appropriate, including the hearing of any other subjects who can report on the reported facts, in compliance with the principles of impartiality, confidentiality and protection of the identity of the Reporter.

If the Report is submitted to a person other than the one identified and authorized for its management by the Company, the Report must be transmitted, within seven days of its receipt, to the Group Compliance Function, giving simultaneous notice of the transmission to the reporting person.

The Recipients of the Reports, on the basis of an assessment of the facts covered by the Report, may decide, in the event of obvious and manifest groundlessness, to close the Report without findings or recommendations for corrective actions, while in the event of calumny or willful misconduct or gross negligence of the Reporter, to transmit the information to the HR Department for disciplinary proceedings against him in the event that the Reporter is an employee of the Company.

In the event that the Report is judged **unfounded** on the basis of the available elements, the Recipients of the Report, once the investigation has been concluded, formalize their findings and related recommendations in special *reports* subject to sharing with the competent Functions, also for the adoption of the consequent measures, such as:

- the HR Department, for any disciplinary liability profiles;
- the company departments responsible for the adoption of corrective actions;
- possibly the judicial authority for the profiles of respective competence.

The Recipients, at the end of the investigation, inform the Whistleblower of the results of the same, by e-mail communication or through the verification code generated by the online platform within three months from the date of the acknowledgment of receipt or, failing that, within three months from the expiry of the seven-day period from the submission of the report.

Such time limits may be extended only where there are properly justified circumstances.

The data and documents subject to the Report are kept in accordance with the law for the time necessary to process the report and in any case no later than five years from the date of communication of the final outcome of the reporting procedure.

The Group Compliance Function is required to inform the SB periodically and at least every six months about all the cancellations received that relate or may concern IBSA Farmaceutici Italia S.r.l.

The implementation of the recommendations and corrective actions indicated is the responsibility of the individual Functions in charge; SB monitors the implementation of the recommendations by updating the Board of Directors and the Board of Statutory Auditors.

OTHER REPORTING CHANNELS

Without prejudice to the preference for the internal channel, it should be noted that the Whistleblower may use the external reporting channel established at ANAC (Autorità Nazionale Anticorruzione - National Anti-Corruption Authority) only if:

1. following a Report, made through the use of the Company's internal channel, the same was not managed;
2. the Whistleblower has reasonable grounds to believe that, if he made an internal report, it would not be effectively followed up or that the Report could determine the risk of retaliation;
3. the Reporter has reasonable grounds to believe that the breach may constitute an imminent or manifest danger to the public interest.

PROTECTION OF THE WHISTLEBLOWER

The Company undertakes to keep the identity of the Whistleblower confidential, as well as any other information or element of the Report from the disclosure of which the identity of the Whistleblower can be deduced directly or indirectly.

The protection of confidentiality is also extended to the Facilitator and the Person involved, as well as to the work colleagues of the Whistleblower who work in the same work context and who have a habitual and current relationship with the aforementioned person.

Except for the hypotheses of the law, the identity of the Whistleblower can be revealed only with the express consent of the aforementioned person.

In cases of proceedings where the disclosure of the identity of the Reporter is essential for the defense of the person to whom the disciplinary offense is alleged or of the person involved, the Company, in addition to requesting the express consent of the Reporter, is obliged to send the aforementioned a written communication of the reasons for such disclosure.

The Company does not tolerate any prejudicial consequences towards the Whistleblower and undertakes to protect the Whistleblower from any retaliatory or discriminatory act, even attempted or threatened, carried out as a direct or indirect consequence of the Report made.

The aforementioned protection operates only if the Reporter, at the time of the report, had reasonable reason to believe that the information being reported was true and falls within the scope defined by the Legislator.

Without prejudice to the specific limitations of liability provided by the legislator, the protection

provided in the event of retaliation does not apply in the event of a judgment with a judgment, even if not final of first instance, against the Whistleblower of criminal liability for the crimes of slander or defamation for having reported false information made with intent or gross negligence or in case of civil liability for the same reason.

In the event of suspected discrimination or retaliation against the Reporter, related to the report, or abuse of the reporting tool by the same, the Company will apply disciplinary sanctions.

The adoption of discriminatory measures against the subjects who make the reports can be reported to the ANAC, for the measures within its competence.

DIFFUSION

This Policy is disseminated to the entire company population, also through specific training sessions, by the Compliance Function, which is responsible for updating it, by publication on the <https://www.ibsa.it/whistleblowing.html> institutional website and on company bulletin boards, both digital and in the workplace.

THE SANCTIONING SYSTEM

An effective Whistleblowing system must provide for sanctions both against the Whistleblower, in the event of abuse of the Reporting tool, and against the Whistleblowers in the event of ascertaining the reported offenses and against those who violate the protection of the confidentiality of the Reporter.

Failure to comply with this Policy by collaborators of the Company is subject to disciplinary assessment by the Human Resources Department, in line with the provisions of the relevant National Collective Bargaining Agreement.