



***POLICY ON WHISTLEBLOWING AND EVENTS TO REPORT  
OF  
A.S. ROMA S.R.L. (THE "COMPANY")***

***Updated and in effect as per Board of Directors' resolution***

**December 2024**



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## 1. Introduction

1.1. The present "*Policy on Whistleblowing and Events to report*" (the "**Policy**") aims to:

- (a) provide that the Company is promptly informed of any acts of omission, even or claim that has or may have a material impact on the Company itself and on its business, or on the corporations in the group handed by the Company (the "**Group Corporations**");
- (b) encourage the **Addressees** (as *infra* defined) to promptly report suspects of illicit, illegal practices or breaches of (i) laws, (ii) regulations, (iii) Organizational Model (as *infra* defined), (iv) Code of Ethics (as *infra* defined) and/or (v) any other policy, disposition and/or internal regulation adopted from the Company ("**Report**");
- (c) inform the **Addressees** that the Reports will be carefully evaluated and properly investigated, and that their confidentiality will be respected and safeguarded, assuring them that they will be able to raise concerns in good faith without fear of retaliation, even if the Reports should be revealed wrong; and
- (d) share clear information on the channel, procedures and the premises to make internal reports, as well as on the channel, procedures and the premises to make external reports;
- (e) regulate the use of the Company's reporting channels implementing the Legislative Decree No. 24 of March 10, 2023 (*Implementation of Directive (EU) 2019/2121 of the European Parliament of the Council of November 27, 2019 amending Directive (EU) 2017/1132 as regards cross-border transformations, mergers and divisions*)" other than in accordance with Law No. 179 of November 30, 2017 ("*Provisions for the protection of whistleblowers of crimes or irregularities of which they became aware in the context of a public or private employment relationship*");
- (f) regulate the manner and timing of reply related to the assessment of the validity and the substantiation of the Reports and of preventing those cases in which it may be possible to adopt remedies of disciplinary actions to safeguard the Company.

## 1.2. Addressees

The Addressees of the present Policy are, first of all, the MANAGERS, EMPLOYEES and PARTNERS of the Company and of the Group Corporations, other than some categories of THIRD PARTIES who have or have had any relationship or professional contacts with them:

- MANAGERS: the Chairman and the members of the Board of Directors and the Board of Statutory Auditors, the Chief Executive Officers, the general Directors, the members of others corporate bodies eventually established pursuant to article 2380 Civil Code or to special laws, or any other senior manager pursuant to Legislative Decree No. 231/2001, referring to any other person who has representation, administration or management functions within the Company or the Group Corporations;
- EMPLOYEES: persons who have with the Company or the Group Corporations an employment relationship of any level or nature, including term and seasonal workers,

and including those with placement or apprenticeship, or part-time contracts, including during the so-called “probationary period”, as well as workers on secondment or with a para-subordinate employment contracts (labour management);

- PARTNERS: persons who have with the Company or the Group Corporations: (i) project-based employment relationships; (ii) agency and other relationships that results in coordinated and continuous work, mainly personal, of a non-subordinate nature; (iii) occasional collaboration relationship also in the context of professional services (such as consulting), as well as persons who are subject to the direction of the supervision of a MANAGER even though they are not qualified as EMPLOYEE.  
With regards to the partners 'reports (*i.e.* agents, providers, consultants and contractual partners), it will be introduce a specific clauses of prevention and regulation into the contracts with each of the Group Corporations;
- THIRD PARTIES: any person who works under the supervision and the direction of contractors, subcontractors and providers of the Company; and persons who had been provided with information concerning the abovementioned reports in the context of a work relationship ended in the meantime, or which has not started yet (in those case in which the information have been collected during the appointment process or other stage of the preliminary negotiations).

## 2. **Reports**

### 2.1. **Object of the Reports**

- 2.1.1. The Company is committed to carry out its activity with honesty and integrity and it expects that all Addressees maintain elevated standard in accordance with the Company and its group's value.
- 2.1.2. The Reports shall consist in misconducts or suspected illicit conducts breaching with the Organizational Model, the Code of Ethics and all the internal procedure pursuant to the Legislative Decree No. 231/2001, as well as, more in general, breaches of national of EU's legislative provisions that harm the public interest and or the public administration or the Company's integrity of which it has become aware during and/or because of the carrying out of the work duties or due to the work relationship/collaboration.
- 2.1.3. The Reports may also consist in information of which it has become aware in the context of ended work relationships or that have not begun yet, as well as those collected working under the supervision and the direction of contractors, subcontractors and providers of the Company;
- 2.1.4. Referring to the substantiation of the report, it is required that, on the basis of his knowledge at the time of the report of the complaint, the whistleblower has reasonable grounds to believe that the information related to the reported or complained breaches are true.
- 2.1.5. The Report shall not concern personal complaint. The whistleblower shall not therefore use such instruments for claims (which are, rather, included in the more general framework of the work relationship/collaboration) or retaliations.

## 2.2. Requirements of the Reports

- 2.2.1. The report shall include all the elements considered useful to (i) ascertain the substantiation of the facts of the report and (ii) identify the perpetrators, to allow to carry out with the due verification.
- 2.2.2. The report shall be as circumstantiated as possible and based on precise elements, related verifiable facts and know directly from the whistleblower.
- 2.2.3. The whistleblower is invited also to indicate his general information.

## 2.3. How to make the Reports

- 2.3.1. Pursuant to article 4 Legislative Decree No. 24/2023 and article 2 Law No. 179/2017, the Company provides for specific channels able to safeguard the identity of the whistleblower and the person involved, as well as the content and the fact of the report.
- 2.3.2. The subject who receive and assess the report, identified pursuant to article 4, paragraph 2, Legislative Decree No. 24/2023, is the Supervisory Board appointed by the Company pursuant to the Legislative Decree No. 231/2001, jointly with the Head of the Company Legal & Compliance Department.
- 2.3.3. The Report can be made through the following reporting tools:
- A. orally, using, alternatively, the following channels:
- through a meeting with the Supervisory Board appointed by the Company pursuant to the Legislative Decree No. 231/2001, jointly with the Head of the Company Legal & Compliance Department, which will be scheduled within reasonable terms;
- B. in writing, using , alternatively, the following channels:
- *email* of the Company Legal & Compliance Department:  

[compliance@asroma.it](mailto:compliance@asroma.it)
  - *email* and/or by PEC of the Supervisory Board:  

[odv@asroma.it](mailto:odv@asroma.it), [odvasroma@legalmail.it](mailto:odvasroma@legalmail.it)
  - on paper, sending the document to the Supervisory Board's post office box:  

***Organismo di Vigilanza, Piazzale Dino Viola 1, 00128 Roma (RM)***
- 2.3.4. The Company may also provide for other channels of communication through a call or voice messaging systems, or through other informatic tools, including cryptography, which ensure the whistleblower's confidentiality, and the one of the involved person and the person mentioned anyway in the report, as well as of its content and of the related documentation<sup>[1]</sup>.

- 2.4. If the Company Legal & Compliance Department will be the only recipient of a Report, it promptly inform the Supervisory Board, sending it copy of the write report or its detailed summary if received through reporting tool.

### **3. Anonymous Reports**

- 3.1.1. The Company does not encourage anonymous Reports. Investigation may be more difficult or impossible where the Company cannot obtain further information from whistleblowers and it is more difficult to determine whether the reports are true and were made in good faith.

### **4. Confidentiality and prohibition of retaliation**

#### **4.1. Supervisory Board duties and responsibilities**

- 4.1.1. Since the time of the Supervisory Board and Head of the Company Legal & Compliance Department taking charge of the Report and regardless of the tools used for the communication, they shall guarantee the confidentiality of the whistleblower' s identity and the identity of the person involved in the Report, also if the latter will be subsequently find as wrong or groundless.
- 4.1.2. The Supervisory Board and Head of the Company Legal & Compliance Department, separately, are the only subjects authorized to access the reporting tools. The ones in relation to which only the Supervisory Board is the addressees can be accessed only by the latter.
- 4.1.3. Consistently with the necessity to ascertain the substantiation of the report, the Supervisory Board and Head of the Company Legal & Compliance Department adopt behaviours aimed to protect also the confidentiality of the fact itself of Report.
- 4.1.4. All the Reports received from the Head of the Company Legal & Compliance Department, regardless of the channel used, are saved from the latter consistently with the purposes of confidentiality protection. Equally, all the Reports received from the Supervisory Board, regardless of the channel used, are stored from the latter consistently with the abovementioned purposes.
- 4.1.5. The Report and the attached documentation can neither be viewed nor copied from applicants.
- 4.1.6. Any minute of the Supervisory Board having as object meetings in which it was discussed on a report shall be "sealed" and the Supervisory Board may and shall reject any request to be provided with their copies, even if the applicant will be a member of a body of the Company (such as the Board of Statutory Auditors or the Audit Company).
- 4.1.7. The violation of the duty of confidentiality, other than it may lead to the application of a sanction to the Company, pursuant to article 21, Legislative Decree No. 24/2023, corresponds to a breach of the procedure and the Organizational Model, and it may lead to the dismissal of the Supervisory Board's member considered liable in relation to the abovementioned violation.

#### **4.2. Confidentiality in disciplinary proceedings**

- 4.2.1. Within the framework of the disciplinary proceedings, the identity of the whistleblower who has made a Report cannot be disclosed if the disciplinary charge is grounded on assessments separate and additional from the Report, even if consequent to the latter.
- 4.2.2. If the charge is based, totally or in part, on the Report and knowing the identity of the whistleblower is essential for his defence, the Report may be used for the purpose of the disciplinary proceedings only with the whistleblower' s express consent to disclose his identity (article 12, paragraph 55, Legislative Decree No. 24/2023).
- 4.2.3. In case of the Report sending to other structures/bodies/third parties for the carrying out of the preliminary activities, it shall be sent only the content of the Report, excluding all the references from which it may be possible to identify, also indirectly, the whistleblower.

## **5. Prohibition of retaliation and Reporting of retaliatory measures**

- 5.1. **"Retaliation"** means any behaviour, act or omission even if only attempted or threatened, carried out by reason of the Report or complaint or disclosure and that lead or may lead to the whistleblower or the person who complaints, directly or indirectly, unjust damage. In particular, the concept of Retaliation also includes sanctions, dismissal or other organizational measure having direct or indirect negative effects on working conditions as a result of the submission of the Report.
- 5.2. It is forbidden and tolerate any kind of retaliation against the whistleblower.
- 5.3. Moreover, also the following persons are safeguarded from any retaliation:
  - persons who have supported others in the reporting process and who carry out their activities in the same work context;
  - persons of the same work context of the whistleblower and who are related with him due to a stable affection or kinship relationship within the fourth degree;
  - the whistleblower' s colleagues who have a regular and current relationship with him;
  - legal entities owned by the whistleblower.
- 5.4. Any measures deemed retaliatory shall be reported to the Supervisory Board by the whistleblower, by the other abovementioned persons, or by the Labour Organization operative in the company he belongs to.

## **6. Handling of the Report**

- 6.1. The Head of the Company Legal & Compliance Department and the Supervisory Board will (i) determine the correct action plan for the efficient handling of the Report and to verify the substantiation of the circumstances represented therein and, according with the impartiality and confidentiality principles, (ii) carry out any activities deemed appropriate, including the personal hearing of the whistleblower and of the other eventual persons who may report on facts.
- 6.2. In any case, the Head of the Company Legal & Compliance Department and the Supervisory Board:

- A. diligently follow up on the received reports;
- B. shall issue to the whistleblower an acknowledgement of the report receipt within seven days from date of its receipt;
- C. may request additional information from the whistleblower, if necessary;
- D. provide an answer to the report within three months from the date of the receipt acknowledgement or, in its absence, within three months from the expiration of seven-day from the submission of the report;

In particular:

- to evaluate the Report substantiation, they may request to be provided with all the necessary information and to access to any document deemed useful for such assessment;
  - in accordance with the highest confidentiality in relation to the whistleblower 's identity and on the report content, such controls shall be presents as "general" ascertainment and to be connected, as far as possible, with the ordinary control activities due to the normal functions of the Supervisory Board and or the Company Legal & Compliance Department;
  - if, according to the result of the verification, some elements of non-evident groundless of the reported facts will be ascertained the Supervisory Board and the Head of the Company Legal & Compliance Department will send the verification result to the Board of Directors, being careful to do not disclose the whistleblower 's identity, or information sufficient to identify him, even indirectly.
- 6.3. With the purpose of carrying out the due controls, the Supervisory Board and the Head of the Company Legal & Compliance Department may be supported by other Company's functions which may formulate recommendations to be taken into account, as well as, of external consultants and/or investigators appointed by the Supervisory Board if reasons of confidentiality suggest it.
- 6.4. If the Supervisory Board and the Head of the Company Legal & Compliance Department will conclude that the whistleblower had intentionally provided false charges, in bad faith, for personal profit, the whistleblower will be subject to disciplinary action.

## **7. External disclosure**

- 7.1. The present Policy aims to provide an internal tool to report, investigate and tackle any illicit at work. In the majority of the cases, whistleblowers should not consider necessary to alert external subject from the Company.
- 7.2. However, if at the time of the reporting one of the following conditions is satisfied, the whistleblower may make an external Report pursuant to article 7 legislative Decree No. 24/2023:
- the whistleblower has already made a Report according to the abovementioned manners and it has not lead to any results within the deadline of the following three months;
  - the whistleblower does not any reasonable grounds to believe that, if he made the Report pursuant to the abovementioned manners, the Report would not have an effective result;

- the whistleblower has reasonable grounds to believe that, if he made the Report pursuant to the abovementioned manners, he will be subject to retaliatory measures;
- the whistleblower has reasonable grounds to believe that the violation could lead to an imminent or evident risk for the public interest.

## **8. Policy violations and duty of communications**

- 8.1. Failure to comply with this Policy may result in disciplinary action and serious employment consequences, up to and including dismissal or criminal prosecution.
- 8.2. Addresses who become aware, or reasonably believe that there is, or will be imminent, a violation of this Policy shall immediately report it to the Company Legal & Compliance Department.

## **9. Procedures and other related documents**

- 9.1. The present Policy shall be consider and respected jointly with all the other internal procured of the Company, includes specifically at least the following procedures and related documents:
  - Organizational Model pursuant to the Legislative Decree No. 231/2001;
  - Code of Ethics;
  - Anti-corruption Policy;
  - Compliance Policy;
  - Employee Handbook.