

# **“Management of Whistleblowing Reports” Policy**

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## 1 Information on the document

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### 1.1 Updates and revisions

UPDATES AND REVISIONS			
Revision No.	Main Changes	Approving party	Date
1	<input type="checkbox"/> First issue of document	General Manager of the CDP Foundation	14/07/2023
2	<input type="checkbox"/> Updating of internal channels	General Manager of the CDP Foundation	16/04/2024

## 2 Scope of application

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The information contained in this document is addressed to the CDP Foundation (“the Foundation” or the “Company”).

The document describes the obligations relating to Reports of violations of internal and external regulations that apply to the Foundation.

This Policy has been drafted for the adoption of the regulatory provisions on Whistleblowing (Legislative Decree No. 24/2023).

In order to ensure compliance with legal obligations, this Policy is published on the Company's intranet and an extract of the document is also published in a special section of the website so as to provide all parties that do not have access to the company intranet with clear information on the channel, procedures and prerequisites for filing internal and external reports.

### 2.1 Glossary

- **ANAC:** Italian National Anti-Corruption Authority, an authority with the power to handle external whistleblowing reports and to apply sanctions.
- **Law:** 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 on the protection of persons who report breaches of EU law and laying down provisions regarding the protection of persons who report violations of national regulatory provisions, the so-called “Whistleblowing Decree”.
- **Whistleblowing channels:** channels through which Reports can be made (internal, external, through public disclosure, complaints to the judicial or accounting authorities).
- **“eWhistle” software:** IT platform implemented by the CDP Foundation and used by both Personnel and Third Parties to submit Reports.
- **Public Disclosure:** making information about violations publicly available by printed or electronic means or otherwise by means of dissemination capable of reaching a large number of people.
- **Companies of the Cassa Depositi e Prestiti Group:** the Group Companies subject to management and coordination by Cassa Depositi e Prestiti Spa pursuant to Articles 2497 et seq. of the Italian Civil Code falling within the scope of application of this document (also “Group Companies” defined above).
- **External Supplier for the storage of the Whistleblower’s identification details:** an external party that provides the service of storage of the identification details of the Whistleblower who has made Reports using the “eWhistle” software.
- **Reporting Manager<sup>1</sup>:** Internal Audit Function of the CDP Foundation.

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<sup>1</sup> The Reporting Manager is the data controller for the processing of the personal data relating to the receipt and management of reports in accordance with the express provisions of Article 13 of Legislative Decree no. 24/2023

- **Facilitators:** those who assist a whistleblower in the reporting process operating in the same work environment, whose assistance must be kept confidential.
- **Control Functions:** Internal Audit, Compliance and Anti-Money Laundering/Risk Management.
- **Corporate Bodies:** Board of Directors, General Manager and Board of Statutory Auditors.
- **231 Model:** Organisation, Management and Control Model pursuant to Legislative Decree 231/01.
- **Supervisory Body or “SB”:** the control body, in the form of a board, responsible for supervising the functioning of and compliance with the 231 Model adopted by the CDP Foundation, as well as its updating.
- **Personnel:** employees that have an employment relationship with the Foundation, as well as former employees, workers not yet employed or still on probation, persons with administrative, management, control, supervisory or representative functions, volunteers and paid and unpaid trainees<sup>2</sup>.
- **Retaliation:** any conduct, act or omission, even if only attempted or threatened, committed as a result of the report or complaint to the judicial or accounting authorities or public disclosure and which causes or may cause the whistleblower or the person making the complaint, directly or indirectly, unjustified damage.
- **European General Data Protection Regulation (GDPR) - Regulation (EU) 2016/679:** this regulation entered into force on 25 May 2018 and imposes a series of obligations on companies with regard to the processing of personal data by any entity operating in Europe (e.g. appointment of the Data Protection Officer, implementation of the register of processing operations, etc.).
- **Report:** written or oral communication by the Whistleblower concerning information on violations the Whistleblower has become aware of in the work environment. The aforementioned Reports are divided into:
  - “Substantiated reports”, whose narration of the facts is sufficiently detailed to enable the competent company functions to identify useful or decisive information for the purposes of verifying the validity of the Report. These Reports can be made in:
    - good faith (“Good Faith Reports”) when made by the Whistleblower in the reasonable belief, based on specific facts, that the unlawful conduct has occurred;
    - bad faith (“Bad Faith Report”) in cases where the Report is unfounded and made for the sole purpose of causing unfair harm to the person and/or company reported;
  - “Generic report”: this is a report that is so generic in content that it does not enable anything to be ascertained from it;

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<sup>2</sup> As specifically identified in Article 3 of Legislative Decree No. 24/2023.

- “Anonymous report”, i.e. Reports in which the details of the Whistleblower are not known or unambiguously identifiable;
- “Reports on significant events” i.e. Reports on anomalies and/or fraud:
  - for which a significant quantitative and qualitative impact on the financial statements can be estimated for the Foundation;
  - which concern the members of the Corporate Bodies of the Foundation and direct reports of the Foundation's General Manager.

In implementation of the applicable provisions of Law, Reports may be submitted through: i) the internal channel established by the CDP Foundation; ii) the external channel (under certain conditions expressly set out by the Law and described in Paragraph 7.1), by addressing the report to the ANAC; iii) public disclosure (under certain conditions expressly set out by the Law and described in Paragraph 7.2); iv) by reporting a complaint to the judicial or accounting authorities.

- **Work environment:** current or past work or professional activities through which, regardless of the nature of those activities, a person acquires information about violations and in the context of which he or she could risk retaliation in the event of a report or public disclosure or a report to the judicial or accounting authorities.
- **Information on violations:** information, including reasonable suspicions concerning violations committed or which, on the basis of concrete elements, could be committed in the organisation with which the whistleblower or the person making the complaint to the judicial or accounting authorities has a legal relationship, as well as elements concerning conduct aimed at concealing such violations.
- **Violations:** conduct, acts or omissions that result in harm to the public interest or the integrity of the public administration or private entity and which consist of:
  - 1) administrative, accounting, civil or criminal offences that do not fall under points 3), 4), 5), and 6);
  - 2) unlawful conduct, relevant pursuant to Legislative Decree No. 231 of 8 June 2001, or violations of the organisation and management models provided for therein, which do not fall under points 3), 4), 5), and 6);
  - 3) offences falling within the scope of application of the European Union or national acts indicated in the annex to Legislative Decree No. 24 of 10 March 2023 or of the national acts that implement the European Union acts relating to the following areas: public procurement contracts; services, products and financial markets and 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; protection of privacy and personal data and security of networks and information systems;

- 4) acts or omissions that are detrimental to the financial interests of the European Union as referred to in Article 325 of the Treaty on the Functioning of the European Union (TFEU) specified in the relevant secondary legislation of the European Union;
  - 5) acts or omissions concerning the internal market (goods, persons, services and capital) as referred to in Article 26, paragraph 2 of the TFEU, including violations of EU competition and state aid rules, as well as violations concerning the internal market related to acts in violation of corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the objective or purpose of the applicable corporate tax law;
  - 6) acts or conduct that frustrate the purposes of the provisions of the European Union in the sectors indicated under 3), 4), 5).
- **Whistleblower:** a natural person from Personnel or Third Parties who carries out internal or external reporting, public disclosures or reports complaints to the judicial or accounting authorities.
  - **Reported party:** the subject mentioned in the internal or external report or in the public disclosure as a person to whom the violation is attributed or as a person otherwise involved in the reported or publicly disclosed violation.
  - **Third Parties:** external parties having a legal relationship with the CDP Foundation (for example self-employed workers, freelance professionals and consultants, shareholders, suppliers, consultants, collaborators, etc.)<sup>3</sup>.
  - **Whistleblowing:** instrument of Anglo-Saxon origin through which the Personnel/Third parties that have an employment or other form of relationship with an organisation – either public or private – report unlawful conduct that they have become aware of within the organisation to the appropriate bodies or individuals.
  - **IT Register:** a register managed by means of computerised methods guaranteeing accessibility only to the Reporting Manager and making it possible to (i) assign a unique progressive code to the Report; (ii) record the date of receipt; (iii) separate the content of the Report from the identity of the Whistleblower; (iv) keep track of the date of archiving as well as the reasons leading to the archiving.

### 3 Introduction

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#### 3.1 Purpose

The purpose of the document is to regulate the process for the management of Whistleblowing reports in order to guarantee the protection that the CDP Foundation ensures in accordance with the current legislation.

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<sup>3</sup> As specifically identified in Article 3 of Legislative Decree No. 24/2023

### 3.2 Scope and content of the Report

For the purposes of this Policy, Reporting covers information, including reasonable suspicions, concerning violations committed or which, on the basis of concrete elements, could be committed in the organisation with which the whistleblower has a legal relationship, as well as elements concerning conduct aimed at concealing such violations.

Reports must contain at least the following elements - which are considered prerequisites for the admissibility of the report:

- details of the Whistleblower if he/she decides to send the Report specifying his/her identity;
- description of the facts, details or other elements enabling identification of the Reported Party;
- the circumstances of the time and place in which the events occurred, if known;
- type of unlawful conduct;
- other persons with knowledge of the same facts;
- any other information that may provide useful feedback for the reconstruction and subsequent verification of the facts reported, including any documents to be attached to the Report that may provide elements of substantiation of the facts reported.

The protections provided by this Policy do not apply, inter alia, to the following cases:

- Generic reports, or those based on mere suspicions or rumours;
- Reports made exclusively for the personal purposes of the Whistleblower that do not in any case concern aspects of interest to the CDP Foundation;
- Reports made in bad faith or containing information that the Whistleblower knows to be false.

The following are not treated as Reports for the purposes of this document:

- deficiencies found as a result of errors not attributable to the violations, as defined in the Glossary: (i) detected and documented by the corporate functions within the first-level internal controls; and (ii) identified by the second- and third-level control functions for which improvement actions have been established to strengthen the Internal Control System and reporting to the control functions is envisaged;
- communications concerning circumstances/facts already known and the subject of pending litigation between the CDP Foundation and third parties and overseen by the relevant legal and/or organisational units of the company. These communications will be sent to the corporate functions responsible for receiving and managing them on the basis of the relevant regulations.

## 4 General principles

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### 4.1 General principles

- **Duty to report unlawful conduct:** the Personnel of the CDP Foundation who, due to their role, become aware of violations (see Glossary), have a duty to report such conduct in
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accordance with the terms and procedures described in this document.

- **Protection against erroneous Reports or made in bad faith:** the CDP Foundation ensures adequate protection for Personnel accused in bad faith and/or in error.
- **Protection of the Whistleblower and the Facilitator:** the CDP Foundation ensures the protection of the Whistleblower in good faith, regardless of the reasons that prompted him or her to report, against any act, action, retaliatory behaviour linked directly or indirectly to the Whistleblowing Report (for example, dismissal, suspension or equivalent measures, demotion in rank or non-promotion, change of duties, change of workplace, reduction in salary, change in working hours, suspension or restriction of training, rewards or negative references, adoption of disciplinary measures or other sanctions, coercion, intimidation, harassment or ostracism, early termination or cancellation of a contract for the supply of goods or services, etc.). A Whistleblower who believes he/she was subject to retaliatory acts may inform the ANAC. Within the limits provided for by law, the protection extends to cases in which the Whistleblower discloses, for just cause, information that is confidential or covered by professional, scientific or industrial secrecy or violates the obligation of loyalty.

Protection is also envisaged in cases of anonymous reporting, if the reporting person is subsequently identified and retaliated against.

Protection measures are granted not only to employees<sup>4</sup>, but also to former employees, workers not yet hired or still on probation, collaborators, self-employed workers, freelance professionals, consultants and other categories such as volunteers and trainees, even those that are unpaid, to shareholders and persons with administrative, management, control, supervisory or representative functions.

Furthermore, the protection measures also apply to i) the Facilitators, ii) persons in the same work environment as the whistleblower, the person lodging a complaint with the judicial or accounting authorities or the person making a public disclosure and who are bound to them by a stable emotional or family relationship up to the fourth degree, iii) co-workers of the whistleblower, the person lodging the complaint with the judicial or accounting authority or the person making a public disclosure who work in the same work environment as the whistleblower and have a regular and current relationship with that person, iv) entities owned by the whistleblower, the person lodging the complaint with the judicial or accounting authority or the person making a public disclosure or for which those persons work, as well as entities operating in the same work environment as those persons.

The protections provided for the Whistleblower:

- cease to apply in the event of a judgment, including a first-instance judgment, that establishes the criminal liability of the Whistleblower for reporting a criminal offence by alleging that it has been committed by a person in the awareness of their innocence or defamation or in any case for the same offences committed with the report made to judicial or accounting authorities, or his/her civil liability for having intentionally reported false information with wilful misconduct or gross negligence (the same protections apply in any case of retaliation suffered as a result of the Report if the first-instance judgment that is

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<sup>4</sup> The law provides that the protection of whistleblowers also applies if the report, complaint to the judicial or accounting authorities or public disclosure of information takes place: a) when the legal relationship has not yet begun, if the information on violations was acquired during the selection process or in other pre-contractual stages; b) during the probationary period; c) after the termination of the legal relationship if the information on violations was acquired during the course of the relationship itself.

unfavourable to the Whistleblower is not upheld);

- do not apply to cases where the Whistleblower has acted in the awareness that the information that he/she has disclosed is untrue.
- **Protection of the identity of the Whistleblower:** the Personnel of the CDP Foundation who receive a Report and/or who are involved, for whatever reason, in the management of the Report, are required to guarantee the utmost confidentiality of the identity of the Whistleblower. The prohibition on disclosing the identity of the Whistleblower concerns not only the name of the Whistleblower, but also all the elements of the Report, including the documentation attached to it, to the extent that their disclosure, including indirectly, may allow the identification of the Whistleblower. The Reported Party has no right to obtain information about the origin of the Report or information about their own personal details<sup>5</sup> or those of the Whistleblower. Furthermore, in the case the Whistleblower uses the IT platform, this confidentiality is guaranteed by the system itself, as the identification details of the Whistleblower are stored in a separate database, which is only accessible by the External Supplier for the storage of the Whistleblower's identification details.
- **Protection of the identity of the Reported Party and of the person mentioned in the Report:** the CDP Foundation ensures the confidentiality of the identity of the Reported Party and of the person mentioned in the report, without prejudice to any further provision of law that imposes an obligation to communicate the name of the party (for example in the case of requests from the Judicial Authority).
- **Protection of the confidentiality and accuracy of information:** the CDP Foundation undertakes to protect the confidentiality and accuracy of the information contained in the Report and the documentation attached to it, guaranteeing access to this information only to authorised parties and provided for by the procedure, ensuring that this information is not dispersed or transmitted to unauthorised parties.
- **Duty of independence and professional diligence in the management of the Reports:** in carrying out his/her activities, the Reporting Manager ensures the maintenance of the necessary conditions of independence and due objectivity, competence and professional diligence in carrying out the checks.
- **Duty of information and training:** the CDP Foundation provides adequate information and training initiatives for Personnel on the subject and on the measures, tools and reporting channels adopted; it also ensures adequate information is given to Third Parties, also by means of publication on a dedicated section of the official website.
- **Prohibition of waivers and settlements:** waivers and settlements, in whole or in part, which relate to the rights and protection provided for in the decree are not valid, unless they are carried out in protected forums (such as union jurisdictional or administrative offices).

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<sup>5</sup> The Reported Party, with reference to their personal data processed by CDP or the Group Company, may not exercise the rights provided for in Articles 15 to 22 of Regulation (EU) 2016/679, since the exercise of these rights could compromise the protection of the confidentiality of the whistleblower's identity (see ANAC Guidelines approved by Resolution no. 469/2021).

## 4.2 Responsibility

Management of the Reports is entrusted to the Reporting Manager, unless the Report directly concerns the Reporting Manager or one of their resources.

The Manager makes permanent and continuous use of specific external consultants and is allocated an appropriate budget for the exclusive use of regulatory updating, training and support activities for verification, analysis and reporting activities.

In the case of Reports concerning violations and/or alleged violations involving other Group Companies that have not been correctly addressed by the Whistleblower, the Reporting Manager that received this Report shall send it to the relevant Reporting Manager of the respective Companies within 7 days of receiving it.

In the event that the Reporting Manager is in a position of conflict of interest with respect to the Report, or if the Report concerns one of the Managers, such Reports are handled by excluding the individual to whom the conflict of interest or the Report relates.

## 5 Management of Internal Reports

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Internal Whistleblowing reports are managed through the following main phases:

### 1. Receipt, investigation and verification of the Report:

- a) receipt and preliminary analysis of the admissibility of the report sent by the Whistleblower (primarily for the purposes of its qualification as a Report pursuant to the Law);
- b) assignment of internal reference record to the report - by means of an IT Register - and timely issuance to the Whistleblower of the acknowledgement of receipt/acceptance, within 7 days of receipt;
- c) analysis of the relevance of the report pursuant to the 231 Model and, in the event of a positive assessment, involvement of the Supervisory Body by means of appropriate reporting at all stages of the management of the whistleblowing report;
- d) conduct of the inquiry/investigation and feedback to the whistleblower within 3 months;

### 2. Archiving of the Report;

### 3. Reporting.

### 5.1 Receipt, investigation and verification of the Report

To receive the reports, the CDP Foundation uses the following internal channels<sup>6</sup>:

- IT platform
- voicemail inbox

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<sup>6</sup> These channels were established after consulting with the trade unions referred to in Article 51 of Legislative Decree No. 81/2015.

- ordinary mail: addressed to the Internal Audit Function of the CDP Foundation.

Annex 1 provides specific references for the internal channels established.

Reports may also be made verbally via telephone lines or voice messaging systems or, at the request of the whistleblower, through a face-to-face meeting.

These channels ensure the confidentiality of the identity of the Whistleblower, the Reported Party, the Facilitator, the person in any case mentioned in the report, as well as the content of the report and the related documentation.

In the case of Whistleblowing Reports by ordinary mail, in order to ensure confidentiality, it is necessary for the Whistleblower to specify on the envelope the “CONFIDENTIAL” nature of the letter and the wording “Whistleblowing”.

Any Reports received through channels other than those mentioned above and/or not addressed to the Reporting Managers must be sent, within 7 days of receipt, by the structure that received the report to the Reporting Manager who, with the support of the competent structures, will carry out the necessary verifications, simultaneously notifying the whistleblower that it has been sent.

Within 7 days after the Report is received by the Reporting Manager, the latter shall send the Whistleblower a notice of receipt of the Report<sup>7</sup>.

Upon receipt of a Report, the Reporting Manager carries out a preliminary analysis necessary to assess the existence of the necessary requirements required for the admissibility of the Report (see Paragraph “3.2 Scope and content of the Report”), followed by the commencement of the investigation.

Where the report pertains to areas concerning the 231 Model, it shall be managed with the involvement of the Supervisory Body by means of appropriate reporting at all stages; in all other cases, the Manager shall conduct the investigation process independently, providing the Supervisory Body with subsequent and aggregate reporting, where necessary.

In accordance with Paragraph 4.2, if the Reports concern the Supervisory Body as a whole, they are handled directly by the Internal Audit structure, excluding the Body itself.

The Reporting Manager shall:

- record the Reports received in a confidential IT register;
- assign a unique progressive code to the Reports;
- record the date of receipt;
- separate the content of the Report from the identity of the Whistleblower in order to ensure their anonymity;
- maintain dialogue with the Whistleblower and, if necessary, request supplements;
- make the content of the Report available only to the parties that manage the investigation.

The time limit for commencement of the investigation is 15 working days from receipt of the Report.

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<sup>7</sup> Acknowledgement of receipt cannot be issued if the Whistleblower files an anonymous report or has not provided the necessary identification details.

In order to follow up diligently on the Report received, the Reporting Manager ensures the performance of the appropriate and necessary verifications on the verifiable reported facts, ensuring that these are carried out on time and in compliance with the principles of confidentiality, objectivity, professional competence and diligence, with the support, where necessary, of the applicable specialist functions.

Specifically, the Reporting Manager shall:

- initiate verifications, informing (as appropriate) the corporate functions competent for the subject of the matters covered by the Report (for example, for the acquisition of documentation), and/or external consultants for specific and specialised investigation needs;
- ensure, where possible, any dialogue with the Whistleblower, through the exchange of messages, documents and supplementary information;
- complete the checks, keeping a trace of the reasons in cases of archiving of the Report; see Paragraph “Archiving of Reports” of this document for more details;
- report the results of the assessments carried out in accordance with Paragraph 5.3 Reporting.

The Reporting Manager shall:

- agree, with the manager of the department involved in the verification, any action plan necessary to improve the Internal Control System, also ensuring that its implementation is monitored;
- inform, in the event of Reports relating to relevant events, the Corporate Bodies, through the respective Chairman of the Board of Directors and of the Board of Statutory Auditors, if they are not involved in the events that are the subject of the Report.
- agree, with the competent company functions, on any action to be taken to protect the interests of the Company (for example, legal action, disciplinary sanctions, suspension/deletion of suppliers from the list, etc.);
- submit the results of the in-depth analyses for assessment by the Board of Directors, the Board of Statutory Auditors and the competent company functions (to the extent permitted by Law), to enable the adoption of the most appropriate disciplinary measures or other actions, in compliance with the provisions of the Law and the relevant company regulations and in accordance with the provisions set out in greater detail in Paragraph 8, “Disciplinary measures and other actions” of this document, to which reference is made.

The Reporting Manager provides feedback on the report, giving an account of any measures taken or intended to be taken, within three months from the date of the acknowledgement of receipt or, in the absence of such an acknowledgement, within three months from the expiry of the seven-day period following the submission of the report.

If the Reported Party believes that the Whistleblower has submitted the Report only for the purposes of slander and/or defamation (i.e. “Bad Faith Report”), the Reported Party may file a complaint against persons not known to him/her. Where the judicial authority deems it necessary to take action against the Whistleblower, it may request the Company to provide the identity of the Whistleblower. The CDP Foundation, by accepting this request, provides the details - where these can be found - to the judicial authority.

If the Report has been transmitted through the IT platform, the Foundation, by accepting this request, obtains information from the External Supplier for the storage of the Whistleblower’s identification details.

In this case, when the whistleblower's criminal liability for offences of defamation or slander, or in any case for the same offences committed with the complaint to the judicial or accounting authorities, or their civil liability, for the same reason, in cases of wilful misconduct or gross negligence, is established, even by a first-instance judgment, the disciplinary sanction deemed appropriate shall be applied against the whistleblower.

The aforementioned Supplier may provide such data only after having received a request from the Company duly signed by its legal representative in which it:

- communicates the identity ticket (unique code generated by the system following the request for identity of a Whistleblower) of the Report;
- states the reasons why it is necessary to receive the identification details of the Whistleblower;
- certifies the satisfaction of all the requirements established by the regulations that permit access to the identification details of the Whistleblower;
- requests to receive the communication of the identification details of the Whistleblower associated with the Report.

At all stages of the investigation of the reported facts, the CDP Foundation ensures that the Whistleblower is protected against any retaliatory action that he/she may suffer and/or adopted as a result of the Report made. Accordingly, if the Whistleblower, after the acknowledgement of the Report, believes that he/she has been subject to retaliatory conduct, he/she may submit a new – non-anonymous – Report concerning the retaliation suffered, providing advance authorisation to the Reporting Manager to access his/her personal data so that the necessary measures can be adopted to restore the situation and/or to remedy the negative consequences associated with the discrimination, as well as to initiate all the measures that will be deemed necessary, possibly even disciplinary measures.

## **5.2 Archiving of the Report**

The Reporting Manager archives the report if:

- the subject matter does not fall within the scope of the Reports addressed within this document;
- as a result of the checks carried out, no elements have emerged that would suggest that the alleged wrongdoing has actually occurred;
- description of the facts is manifestly unfounded and/or in bad faith and/or of such a generic nature that it cannot be verified;
- the communications concern circumstances/facts already known and the subject of pending litigation between the CDP Foundation and third parties, overseen by the relevant legal and/or organisational units of the company;
- the Whistleblower has failed to provide the clarifications/explanations requested and/or necessary for the conclusion of the investigation.

The Reporting Manager archives the report and updates the IT register, keeping track of the reasons leading to the archiving.

### 5.3 Reporting

The CDP Foundation's Reporting Manager ensures the preparation of a half-yearly report on the Reports received<sup>8</sup>, as part of the half-yearly report to the Board of Directors.

This report contains:

- details of the Reports (i) received in the reporting period, (ii) received in the previous periods and for which the necessary checks are being carried out and/or have been completed, and (iii) archived in the reporting period;
- the results of the in-depth analyses and checks carried out regarding the Reports;
- a description of any action taken/to be taken/in Progress.

The report is sent to:

- the Board of Directors/General Manager of the Company;
- the Board of Statutory Auditors;
- the Supervisory Body for the reports of interest pursuant to Legislative Decree no. 231/2001.

## 6 Other reporting channels

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### 6.1 External reporting channel - ANAC

The Whistleblower may file an external report to the ANAC if, at the time of its submission, one of the following conditions applies:

- within the work environment, no mandatory activation of the internal reporting channel is envisaged or, even if this channel is mandatory, it is not active or, even if it has been activated, it does not comply with the provisions of the law;
- the Whistleblower has already filed an internal report and it has not been followed up;
- the Whistleblower has reasonable grounds to believe that, if he or she were to file a report through the internal channel, the report would not be effectively followed up or the report itself might lead to the risk of retaliation;
- the Whistleblower has well-founded reasons to believe that the violation may constitute an imminent or obvious threat to the public interest.

The ANAC<sup>9</sup> has also specified that priority must be given to the use of the internal channel and it is only possible to make an external report if one of the above conditions has been met.

External reports may also be filed in written form via the IT platform or verbally via telephone lines or voice messaging systems, or, at the request of the whistleblower, by means of a face-to-face meeting set within a reasonable period of time.

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<sup>8</sup> For completeness, it should be noted that this report should be sent even if no Reports were received during the period of reference

<sup>9</sup> <https://www.anticorruzione.it/-/whistleblowing> and ANAC document "Whistleblowing regulations: latest developments introduced by Legislative Decree no. 24/2023 implementing Directive (EU) no. 1937/2019" - Giulia Cossu.

An external report submitted to a subject other than the ANAC is transmitted to the latter within seven days from the date of receipt, with simultaneous notification of transmission to the whistleblower.

Upon receipt of the report, the ANAC notifies the whistleblower of the receipt of the external report within seven days from the date of its receipt, unless explicitly requested otherwise by the whistleblower or unless the ANAC considers that the notice would compromise the protection of the confidentiality of the whistleblower's identity. Furthermore, the Authority must<sup>10</sup> (i) maintain dialogue with the whistleblower and request supplements from the latter, if necessary; (ii) diligently follow up on the reports received; (iii) carry out the necessary investigation to follow up on the report, also by means of hearings and acquisition of documents; (iv) give feedback to the whistleblower within three months or, if there are justified and substantiated reasons, six months from the date of acknowledgement of receipt of the external report or, in the absence of said notice, from the expiry of the seven days from its receipt; (v) notify the Whistleblower of the final outcome, which may also consist in it being archived or sent to the competent authorities or in a recommendation or in an administrative monetary sanction<sup>11</sup> against the person held responsible.

## 6.2 Public Disclosure

The Whistleblower may also resort to public disclosure if:

- they have delivered the report through the internal and/or external channel and no response was received within the time limit as provided by law;
- they have well-founded reasons to believe that the violation may constitute an imminent or obvious threat to the public interest;
- they have reasonable grounds to believe that the external report may entail a risk of retaliation or may not be followed up effectively due to the specific circumstances of the specific case (for example, there is a risk that evidence will be concealed or destroyed, or a well-founded fear that the recipient of the report may be colluding with the perpetrator of the violation or is involved in the violation).

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<sup>10</sup> ANAC may refrain from following up on reports of minor violations and proceed to archiving them.

<sup>11</sup> Article 21 of the Law envisages the following administrative monetary sanctions: "... a) from 10,000 to 50,000 euro when it ascertains that retaliation has been committed or when it ascertains that the report has been impeded or that an attempt has been made to impede it or that the obligation of confidentiality referred to in Article 12 has been breached; b) from 10,000 to 50,000 euro when it ascertains that no reporting channels have been established, that no procedures for the filing and handling of reports have been adopted or that the adoption of such procedures does not comply with those referred to in Articles 4 and 5, as well as when it ascertains that the reports received have not been verified or analysed; c) from 500 to 2,500 euro, in the case referred to in Article 16, paragraph 3, unless the person filing the report has been convicted, even at first instance, of the offences of defamation or slander or, in any case, of the same offences committed with the report to the judicial or accounting authorities. 2. The private sector entities referred to in Article 2, paragraph 1, letter (q), number (3), in the disciplinary system adopted pursuant to Article 6, paragraph 2, letter (e) of Decree No. 231 of 2001, shall provide for sanctions against those found liable for the offences referred to in paragraph 1".



## **7 Disciplinary measures and other actions**

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If the investigations into the Reports identify unlawful or improper conduct by the Reported Party, or by the Whistleblower in the cases described above, the CDP Foundation evaluates whether to adopt disciplinary and/or sanctioning measures, or legal action.

In particular, the Reporting Manager, in compliance with the relevant legislation, reports the outcomes of the assessments carried out on the Reports received:

- to the relevant Human Resources department, in the case of actions to be taken against employees,
- to the Board of Directors and the Board of Statutory Auditors, in the case of actions to be taken against directors and statutory auditors,
- to the head of the organisational unit that manages the contractual relationship in the case of actions to be taken against third parties (e.g. termination of contract, etc.).

For more details, see the specific section on disciplinary sanctions of the General Part of the Company's 231 Model.

## **8 Retention of documentation and traceability**

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All the organisational units involved in the activities governed by this document shall ensure, each for their respective area of responsibility, the traceability of the data and information and retain the documentation produced, in paper and/or electronic form, in order to enable the reconstruction of the various phases of the process, while guaranteeing the confidentiality and protection of the personal data of the Whistleblower and the Reported Party.

The original documentation, in printed and/or electronic form, must be kept for no more than five years from the date of the communication of the final outcome of the reporting procedure, except in cases of legal proceedings initiated/in progress.

If a recorded telephone line or other recorded voice messaging system is used for reporting, the report, subject to the consent of the whistleblower, shall be documented by the personnel in charge by means of a recording on a device suitable for storage and listening or by means of a complete transcript. In the case of a transcript, the whistleblower may verify, rectify or confirm the contents of the transcript by signing the relative record.

If an unregistered telephone line or other unregistered voice messaging system is used for reporting, the report shall be documented in writing by means of a detailed record of the conversation by the personnel in charge. The whistleblower may verify, rectify and confirm the contents of the transcript by signing the relative record.

When, at the request of the person filing the whistleblowing report, the report is made verbally during a meeting with the personnel in charge, the report, subject to the consent of the whistleblower, shall be documented by the personnel in charge by means of a recording on a device suitable for storing and listening or by means of meeting minutes. The whistleblower may verify, rectify and confirm the meeting minutes with their signature.

## 9 Processing of data for data protection purposes

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This process protects the processing of the personal data of the persons involved and/or mentioned in the Reports, in accordance with the law in force and the company's data protection procedures.

The CDP Foundation ensures that the processing of personal data is carried out lawfully and correctly and in any case in accordance with the specific rules established by the current regulations.

Personal data which is manifestly not useful for the processing of a specific Report shall not be collected or, if accidentally collected, shall be erased without delay.

In addition, it should be noted that the confidentiality of employees of the CDP Foundation making a Report is also protected in accordance with the provisions of Article 2 *undecies*, entitled "*Restriction on the rights of the data subject*", of Legislative Decree No. 101 of 10 August 2018 on "*Provisions for the adaptation of national legislation to the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation - GDPR)*".

In relation to the disclosure obligations provided for by Article 13 of the GDPR, please refer to the disclosure already included within the IT platform.

### Annex 1 Internal channels established within the CDP Foundation

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#### Internal channels - FONDAZIONE CDP

- platform accessible at: <https://ewhistlecdp.azurewebsites.net/> and on the institutional website [https://www.cdp.it/sitointernet/it/fondazione\\_governance.page](https://www.cdp.it/sitointernet/it/fondazione_governance.page)
- voicemail inbox: accessible at [0642214767](tel:0642214767)
- ordinary mail: addressed to the Internal Audit Function of Fondazione CDP, Via Goito 4, 00185, Rome. The whistleblower who decides to submit a report by mail, must send the report inserted in two closed envelopes: (i) the first containing the identification data of the whistleblower together with a photocopy of ID; (ii) the second containing the report, in order to separate the identification data of the whistleblower from the report. Both envelopes must then be placed in a third closed envelope that bears the word "CONFIDENTIAL" on the outside, addressed to the Internal Audit Function of the Foundation. The whistleblower must also specify that it is a whistleblowing report for which they intend to keep their identity confidential and benefit from the protections provided by law.

A direct and confidential meeting with the Reporting Manager can also be organised by conveying the request through one of the channels mentioned above.