

**WHISTLEBLOWING
MANAGEMENT PROCEDURE**

	Department/ Corporate Body	Person in charge	Signatures
Approved by:	Ethics Officer - Whistleblowing Team ASPI Group		
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EXECUTIVE SUMMARY

Purposes of the document

The procedure regulates:

- the reception and management of reports (so-called whistleblowing), in compliance with the indications of the Atlantia "Whistleblowing Management" Procedure;
- the methods for managing the related investigation, in compliance with the privacy legislation or other legislation in force, applicable to the subject and object of the report.

Amendments compared to previous documents

- n/a (issue)

Framework of the document



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1. PURPOSE AND SCOPE OF APPLICATION

This procedure regulates, in compliance with the indications of the Atlantia " Whistleblowing Management" Procedure:

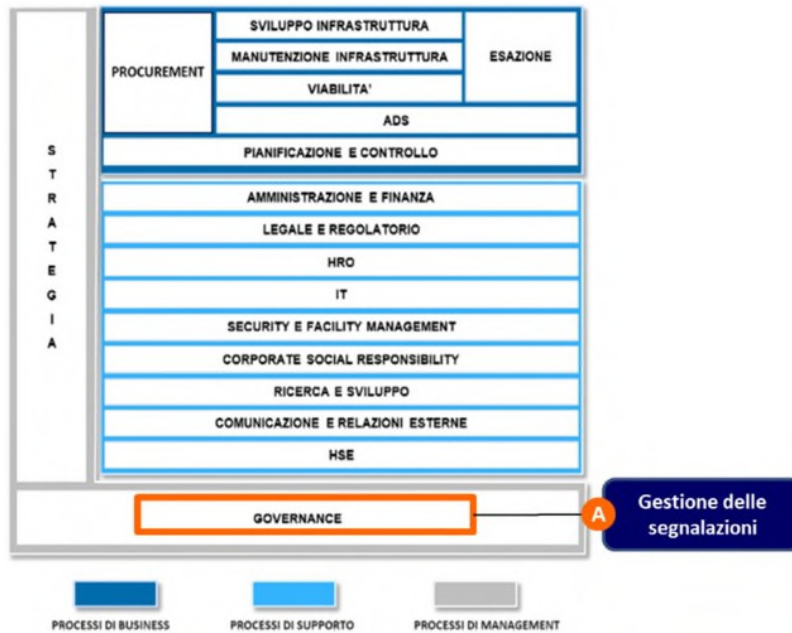
- the reception and management of reports (so-called whistleblowing).
- the methods for managing the related investigation, in compliance with the privacy legislation or other legislation in force, applicable to the subject and object of the report.

This procedure shall apply to Autostrade per l'Italia S.p.A., hereinafter ASPI, and to its Subsidiaries.

2. GRAPHICAL REPRESENTATION OF THE PROCESS AND REFERENCE TO THE PROCESS MODEL OF ASPI



This procedure is part of the ASPI Process Model according to the following representation



3. PROCEDURE

The process consists of the following steps:

- reception of reports;
- preliminary check of reports;
- assessment of reports;
- closure of reports.

3.1. RECEPTION OF REPORTS

In order to ensure the effectiveness of the reporting process and provide broad and full access to all whistleblowers, multiple alternative channels are available, i.e.:

- IT platform, accessible by all Whistleblowers (Employees, Third Parties, etc.) on the ASPI website and Intranet. On the internet sites and intranets of each company of the ASPI Group, you will find a button for referring to the relevant ASPI pages.
- e-mail, to the e-mail address: segnalazioni@autostrade.it.
- ordinary mail, to the address: *Ethics Officer - Team Segnalazioni di Gruppo ASPI*, via Bergamini, 50 - Roma.

Where possible, the use of the IT platform is to be prioritized, as it guarantees full anonymity to those whistleblowers not wishing to disclose their identity and to ensure full traceability regarding the reception and management of the report over time, as well as for the purposes of management of any need for interaction between the Ethics Officer - Whistleblowing Team of ASPI Group and the Whistleblower.

Similarly, although anonymous reports are accepted, whistleblowers are suggested to use non-anonymous reports, to ensure prompt and effective investigations. The guarantees and protections for the Whistleblowers are described in par. 6, to which reference is made.

3.1.1 OTHER CHANNELS FOR SENDING REPORTS

It being understood that the IT platform ensures a greater guarantee of anonymity, full traceability regarding the reception and management of the report over time, in addition to the channels listed above, the following channels are also available for "231-related Reporting" and/or reports relating to breaches of the Group Anti-Bribery Policy:

231-related Reporting

- communication to the mailbox of the Supervisory Body of the Company¹
- paper communication to the attention of the Supervisory Body, at the registered office of the Company.

Reports of breaches of the Group Anti-Bribery Policy

¹ The mailbox of each Supervisory Body is shown in the Organization, management and control model of each Company

- anticorruzione@companydomain²
- paper communication to the attention of the Company's Anti-Bribery Officer, at the Company's registered office.

3.1.2 CONTENT OF REPORTS

The Whistleblower shall submit reports by providing the information available.

The following phases of preliminary check and assessment are facilitated by Reports with precise and detailed content, such as, by way of example:

- description of the facts to be reported, with an indication of the known circumstances (method, time and place).
- identification details of the Reported party (or Reported parties) as far as known.
- indication of any other persons who may report on the facts being reported.
- indication or - if available – provision of any documents supporting the report, in addition to the identification details of the Reporting party (e.g., general information and contact details), in cases of non-anonymous reports.

3.2. PRELIMINARY CHECK OF REPORTS

The Coordinator shall analyze the reports received and:

- if the report has precise, detailed and verifiable content, **they shall start the related investigation**; otherwise, if the report has non-detailed and/or unverifiable content and the Whistleblower is not available to provide the necessary additions, they shall **file** the report.
- if the report concerns facts that - although relating to the ASPI Group - do not fall within the scope of this document (so-called "non-inherent reports", such as, including but not limited to, commercial complaints, commercial proposals, marketing), they shall **send it to the competent department of the Company concerned for the management of the issue**³, which will be responsible for informing the Ethics Officer - Whistleblowing Team of ASPI Group about the results of the verification activities;
- if the report concerns Atlantia and/or an Atlantia subsidiary, they **shall send it to the Whistleblowing Team of Atlantia and/or the Atlantia Subsidiary**, the body responsible for managing the report and responsible for informing the Ethics Officer – Whistleblowing Team of ASPI Group of the results (in so far as they are competent).

² The address of the mailbox of each Anti-Corruption Officer is available on the company intranet (e.g., in the Organization section of ASPI, there is the link "Anti-Bribery Officers - go to the list.". Reports relating to the breach of the anti-bribery policy shall be addressed to the SB and the Anti-Bribery Officer as a c.c

³ For ASPI, in the case of reports from customers and related to the service provided, in terms of network under concession and services available on it, reference shall be made to the provisions of the Customer Communication Management procedure via the web.

Without prejudice to the provisions in the case of initiation of the investigation, the Coordinator shall promptly inform of the reports for which the investigation has begun and, on the occasion of the first useful meeting, shall inform of the reports referred to in the points listed above to the Ethics Officer - Whistleblowing Team of ASPI Group, justifying the choices made.

The Ethics Officer - Whistleblowing Team of ASPI Group, if appropriate, may request further information from the Coordinator, regardless of the outcome of the preliminary investigation carried out.

The Coordinator shall summon the Ethics Officer - Whistleblowing Team of ASPI Group for the assessment of all suspicious cases and for the analysis of the reports within their competence (e.g., inherent - or within the scope of application, detailed and verifiable) and - alternatively - for the validation of the proposed investigation method or their shared definition.

Finally, the Ethics Officer - Whistleblowing Team of ASPI Group shall define (if any) the necessary communication flows within the Company(s) being reported and/or to the Management and Control Bodies of the Company(s) being reported.

As part of these flows, the Ethics Officer - Whistleblowing Team of ASPI Group shall also inform, according to its competence, the Supervisory Body and the Anti-Bribery Officer of the Company(s) being reported.

Finally, the Ethics Officer - Whistleblowing Team of ASPI Group may:

- **file** the reports relating to facts already known and fully assessed by the Whistleblowing Team without the report having added or allowing to add additional elements or aspects compared to the circumstances already known (the so-called "Solved Reports").
- **refrain** from dealing with reports relating (i) to facts on which investigations are being carried out by Public Authorities (e.g., judicial authorities and administrative bodies) and (ii) to facts already known and the subject of a pending litigation between ASPI or Companies of the ASPI Group and Third Parties or Employees (the so-called "Reports on Facts Under Investigation/Trial In Progress").

3.2.1 RELATIONS BETWEEN THE ATLANTIA WHISTLEBLOWING TEAM AND THE ETHICS OFFICER – WHISTLEBLOWING TEAM OF ASPI GROUP

Par. 4.2 of Atlantia's "Whistleblowing Management" procedure provides, among other things, that the Atlantia Whistleblowing Team may reserve the right to manage whistleblowing reports in the event of significant impacts (e.g., reputational and/or economic-financial damage) for the Atlantia Group (including the holding company) or for other Group companies.

To this end, in the case of reports received by the Ethics Officer - Whistleblowing Team of ASPI Group, the latter, as part of the preliminary assessment phase, shall evaluate the Report considering any significant impacts (e.g., reputational and/or economic-financial damage) and inform the Whistleblowing Team of Atlantia SpA for its evaluation of any actions to be adopted, **in addition to the ordinary management process of the Report by the receiving Company**. The Ethics Officer - Whistleblowing Team of ASPI Group, at the end of the Report, shall inform the Atlantia Whistleblowing Team of the outcome of its checks.

3.2.2 REPORTS RECEIVED DIRECTLY BY THE SUPERVISORY BODY AND / OR ANTI-BRIBERY OFFICER

The Supervisory Body and/or the Anti-Bribery Officer, if they receive a report directly, through the relevant channels (see paragraph 3.1.1, Other channels for sending Reports), shall promptly inform the Ethics Officer Coordinator - Whistleblowing Team of ASPI Group, without prejudice to the independent assessment of the content of the Whistleblowing Report, in compliance with the prerogatives of each Entity involved in the management of the Whistleblowing Report and safeguarding the timeliness of the investigation.

3.3. ASSESSMENT OF REPORTS

The objective of this phase is to carry out the investigations, according to the procedures defined by the Ethics Officer - Whistleblowing Team of ASPI Group, in order to assess the validity of the facts reported.

To this end, the Coordinator plays an active role in the process, supported by the competent corporate departments and/or external advisors depending on the subject of the report. The Coordinator shall report to the Ethics Officer - Whistleblowing Team of ASPI Group on the results of the investigation, who may request the necessary additions and shall assess, on the basis of the evidence progressively provided, the opportunity to activate communication flows to the ASPI Group Company(s) being reported, the Administration and Control Bodies and the other players in the internal control system of the ASPI Group Company(s) being reported, including in particular: the Supervisory Body, the Anti-Bribery officer, the Tax Risk Officer, the Manager in charge of drafting the accounting documents, the person in charge of the non-financial statement (if appointed).

3.4. CLOSURE OF REPORTS

The Ethics Officer - Whistleblowing Team of ASPI Group shall examine the results of the assessment phase and:

- if the content of the report is confirmed, they request the definition of any necessary measures to the competent functions by issue and in compliance with the system of powers of attorney in force.
- if during the assessment (regardless of the outcome) areas of weakness and/or points for improvement of the internal control and risk management system emerge, they may request the implementation of the necessary improvement actions; the Internal Audit Department shall support the manager in charge in defining the action plans and shall monitor (as part of the follow-up process) their implementation within the agreed time frame.

The Ethics Officer - Whistleblowing Team of ASPI Group shall present the results of the investigation to the Supervisory Body and the Anti-Bribery Officer of the ASPI Group Company(s) being reported (if and to the extent of their respective competence) the results of the investigation before its final closure in order to collect any additional needs for further assessment.

The Ethics Officer - Whistleblowing Team of ASPI Group shall finally close the report, classifying it as "Grounded" or "Ungrounded" and "With actions" or "Without actions" whether

they are for improvement of the Internal Control System or of any other type (e.g.: reporting to the judicial authorities).

They shall then activate the communication flows to the Administration and Control Bodies and the other players of the internal control system of the ASPI Group Company concerned by the report, including the Supervisory Body, the Anti-Bribery Officer, the Tax Risk Officer, the Manager in charge of drafting the Accounting Documents, the Person in charge of the non-financial statement (if appointed).

3.4.1 RECORD-KEEPING

The documentation (both paper and electronic, including the dossier dedicated to individual reports and containing the documentation relating to the preliminary check and assessment activities and related results) drawn up and managed in the process in question shall be held by the Technical Secretariat, in compliance with technical and organizational measures suitable to guarantee a level of safety adequate to the risk in relation to the risk of accidental or unlawful destruction, loss, alteration, disclosure and access to information by unauthorized parties.

4. MANAGEMENT OF SPECIAL CASES AND POTENTIAL CONFLICTS OF INTEREST

Should the reported facts concern:

- one or more members of the Ethics Officer - Whistleblowing Team of ASPI Group, directly or indirectly, or activities related to the organizational responsibilities assigned to them, these members will be excluded from the management of the report.
- one or more members of the Board of Directors of ASPI or of the Group Companies (except for the Chairman), the duties of the Ethics Officer - Whistleblowing Team of ASPI Group shall be assigned to the Chairman of the Board of Directors of the company concerned, if the member(s) is/are not also employees of another Group company.

In the event of further and different situations where a member of the Ethics Officer - Whistleblowing Team of ASPI Group is in a situation of conflict of interest, they are required to declare the conflict. The remaining members will evaluate the opportunity to confirm or exclude the involvement of said member in the meetings of the Ethics Officer - Whistleblowing Team of ASPI Group concerning the specific issue of conflict.

The members of the Ethics Officer - Whistleblowing Team of ASPI Group shall always have access to the platform and the email box, and therefore to the reports received through these channels.

Should a member of the Ethics Officer - Whistleblowing Team of ASPI Group be in a situation of conflict of interest, as directly involved in a report, they shall be excluded from the discussion and assessment of the case and all the documentation relating to the investigation shall be filed in a subfolder not accessible to them.

5. COMMUNICATION, TRAINING, AND INFORMATION

The Ethics Officer - Whistleblowing Team of ASPI Group is responsible for promoting over time the necessary information and training actions intended for the company staff on the management of reports and, specifically, on the usefulness of the process, the support tools and guarantees and protections of the Whistleblowers and Reported parties.

6. GUARANTEES AND PROTECTIONS

CONFIDENTIALITY GUARANTEE

All the staff of the ASPI Group, involved in various capacities in the management of reports, are required to ensure the confidentiality of the existence and content of the report, as well as the identity of the Whistleblowers (if known) and Reported parties.

Any communication relating to the existence and content of the report, as well as the identity of the Whistleblowers (if known) and Reported parties, must strictly comply with the "need to know" criterion.

To this end, the Ethics Officer - Whistleblowing Team of ASPI Group shall record in the appropriate Register of Authorized Persons the list of persons to whom it has been necessary to provide communications regarding each report and the information communicated (e.g., existence and/or content of the report, identity of the Whistleblower and/or of the Reported Party, outcome of the investigations carried out).

PROTECTION OF WHISTLEBLOWERS

PROTECTION OF THE CONFIDENTIALITY OF THE WHISTLEBLOWER'S IDENTITY

Each company of the ASPI Group, due to its involvement in the reporting management process, shall guarantee the confidentiality of the identity of the Whistleblower starting from reception of the report, in compliance with legal provisions.

For reports sent through the IT platform referred to in 3.1 above, the confidentiality of the identity of the Whistleblower (as well as the content of the report) is protected as follows:

- the platform is issued by a specialized third party independent of the Atlantia Group.
- the platform adopts the "no-log" policy, i.e., it does not directly or indirectly detect information on connection methods (for example, server, IP address, mac address), thus ensuring full anonymous access. This means that the company IT systems are not able to identify the access point to the portal (IP address), even if access is made from a computer connected to the company network.
- the platform guarantees high security standards, using advanced encryption algorithms and other methods of protection from unauthorized access.
- no registration is required to access via the Internet on the website (available to anyone, including Employees), and the Whistleblower's identity can remain anonymous. The Whistleblower may otherwise indicate their name by providing express consent for their personal details to be communicated to the Ethics Officer - Whistleblowing Team of ASPI Group.

For reports sent through paper and electronic mail channels, the confidentiality of the Whistleblower's identity (as well as the content of the report) is protected as follows:

- paper mails sent to the Ethics Officer - Whistleblowing Team of ASPI Group is delivered closed (as delivered by the postal service) to the Technical Secretariat of the Whistleblowing Team.
- only the members of the Ethics Officer - Whistleblowing Team of ASPI Group and the Technical Secretariat may access the e-mail address segnalazioni@autostrade.it; the administrator of the competent company e-mail system may access the reference mailbox exclusively for technical needs, upon a justified written request on a case-by-case basis to be sent to the Coordinator, and access will be allowed only upon prior written authorization (by the Coordinator of the Ethics Officer - Whistleblowing Team of ASPI Group).

In all cases where the name of the Whistleblower has been disclosed, in the handling of the reports by the Ethics Officer - Whistleblowing Team of ASPI Group, this name shall be separated from the content of the report and replaced with the alphanumeric code assigned to it in the specific Register kept at the Technical Secretariat.

For the reports transmitted through paper and electronic mail channels to the Supervisory Body and/or the Anti-Bribery Officer (see par. 3.1.1 - Other channels for sending Reports) the confidentiality of the identity of the Whistleblower (as well as of the content of the report) is protected as follows:

- paper mails are delivered closed (as delivered by the postal service) to the Supervisory Body or the Anti-Bribery Officer.
- the Supervisory Body's e-mail box may only be accessed by the members of the Supervisory Body (and, where appointed and appropriately authorized, the contact person for secretary activities);
- only the Anti-Bribery Officer (and, where appointed and appropriately authorized, the contact person for technical support activities) may access the e-mail box of the Anti-Bribery Officer.

PROTECTION OF WHISTLEBLOWERS FROM RETALIATION OR DISCRIMINATION

In compliance with the law, each company of the ASPI Group shall prohibit and sanction any form of retaliation or discrimination against whistleblowers (as well as anyone who collaborated to assess the reported facts), regardless of whether the report was found to be grounded or not.

If the whistleblower is an Employee, the Ethics Officer - Whistleblowing Team of ASPI Group (through the competent departments) will monitor the Employee's working life for 2 years from the date of the report, to prove the absence of discriminatory actions or other forms of retaliation following the report.

PROTECTION OF REPORTED PARTIES

The ASPI Group shall require everyone to collaborate in ensuring mutual respect in the company and shall prohibit attitudes that may harm the dignity, honor, and reputation of people. The confidentiality guarantees established by the Procedure shall also protect the Reported party.

The Reported party will not be sanctioned disciplinarily without objective evidence regarding the

reported violation, or without prior investigation on the facts being reported and prior challenging of related charges by legal and/or contract procedures.

The Reported party may not request the name of the Whistleblower, except in cases expressly provided for by law.

To further protect the Reported party, the actions and powers allowed by law shall remain valid.

7. DISCIPLINARY SYSTEM

For its Employees, each Company of the ASPI Group shall provide and (if the conditions are met) adopt disciplinary sanctions:

- against those responsible for any retaliation or discriminatory acts or in any case of illegitimate direct or indirect damage against the Whistleblower (or anyone who has collaborated in assessing the facts being reported) reasons directly or indirectly related to the report.
- against the Reported party, for the assessed responsibilities.
- against anyone who violates the confidentiality obligations referred to in the Procedure.
- against Employees, as required by law, who have submitted an ungrounded report with willful misconduct or gross negligence.

Disciplinary measures will be proportionate to the extent and seriousness of the unlawful conduct ascertained, and, in the most serious cases, they may lead to the termination of the employment relationship.

As regards third parties (e.g., partners, suppliers, advisors, agents), legal remedies and actions shall apply in addition to the contractual clauses of compliance with the Code of Ethics.

8. PROTECTION OF PERSONAL DATA

In compliance with the minimization principle referred to in art. 5 of Regulation (EU) no. 2016/679 ("GDPR"), only personal data relevant and necessary for the purposes of the Procedure can be processed.

Therefore, all personal data (of any natural person) contained in the report or otherwise collected during the investigation phase that are not necessary will be deleted or made anonymous.

The privacy policy contains general information relating to the processing of personal data in the context of the Procedure.

When preparing reports, the Reported party and other parties involved in the report may not immediately receive a specific privacy information regarding the processing of their data, where, by providing such information, the ability to effectively verify the validity of the report or to collect the necessary feedback is likely to be compromised.

9. REFERENCES

- Legislative Decree no. 231/2001 Rules of the administrative liability of legal persons, companies, and associations even without legal personality, in compliance with Article 11 of

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- Law no. 300 and subsequent amendments and additions
- Ethical code
 - Procedure for handling whistleblowing reports of Atlantia S.p.A.
 - Atlantia S.p.A. Conflict of Interest Management Procedure
 - Organization, management, and control model pursuant to Legislative Decree no. 231 (available on the company intranet, in the "231 Model" section)
 - Anti-bribery Policy of the Atlantia Group available on the company intranet
 - Anti-Bribery Management System implemented by ASPI certified according to the UNI ISO 37001 standard
 - Service Order no. 22/2020, Ethics Officer - Whistleblowing Team of ASPI Group
 - European Regulation 2016/679 for the protection of personal data (GDPR), Legislative Decree 196/03 as subsequently amended with Legislative Decree 101/18.

10. ABBREVIATIONS AND DEFINITIONS

ASPI Group Includes Autostrade per l'Italia S.p.A. and its subsidiary companies pursuant to Art. 2359 c.c.

Atlantia	Atlantia S.p.A.
Internal Audit	ASPI Internal Audit Department.
Ethics Officer - Whistleblowing Team of ASPI Group	<p>Collective body responsible for the whistleblowing management process, which assesses their adequacy, suggests to the Board of Directors any improvement measures on the process, promotes the necessary information and training actions intended for the company staff.</p> <p>It includes: Internal Audit Director, Human Capital and Organization Director, Head of Legal Affairs, Chief Financial Officer, Risk, Compliance and Quality Director and Anti-Bribery officer.</p>
Coordinator <i>(of the Ethics Officer - Whistleblowing Team of ASPI Group)</i>	Internal Audit Director governing the end-to-end whistleblowing management process, from their reception to the closure of the investigation. They have the right to represent - in case of need - the Team at meetings with the Administration, Management and Control Bodies.
Technical Secretariat <i>(of the Ethics Officer - Whistleblowing Team of ASPI Group)</i>	Resource(s) identified by the Ethics Officer - Whistleblowing Team of ASPI Group to support the organization of the activities of this collective body (e.g., convening and organization of meetings, drafting of minutes, management of the document and electronic archive).
Register of Authorized Persons	Register kept under the responsibility of the Ethics Officer - Whistleblowing Team of ASPI Group containing the list of persons authorized - on the basis of the "need to know" criterion - to know the existence and/or content of a report and the identity of the Reported party, as well as - where permitted by law - of the Whistleblower.
Report	Communication concerning facts that are believed to be: unlawful conduct or irregularities; violations of regulations; actions likely to cause damage to assets or corporate image; violations of the Code of Ethics; violations of the Anti-Bribery Policy; violations of the 231-Model (so-called "231 Reports"); violations of company procedures and regulations.
Whistleblower	Any person (internal and external to the Atlantia Group) submitting the Report, having come across information on the above issues.
Reported party	Any person to whom the facts being reported may refer or be connected.

11. HISTORY OF REVISIONS

Revision no.	Reason	Date
00	Issue	February 2021