

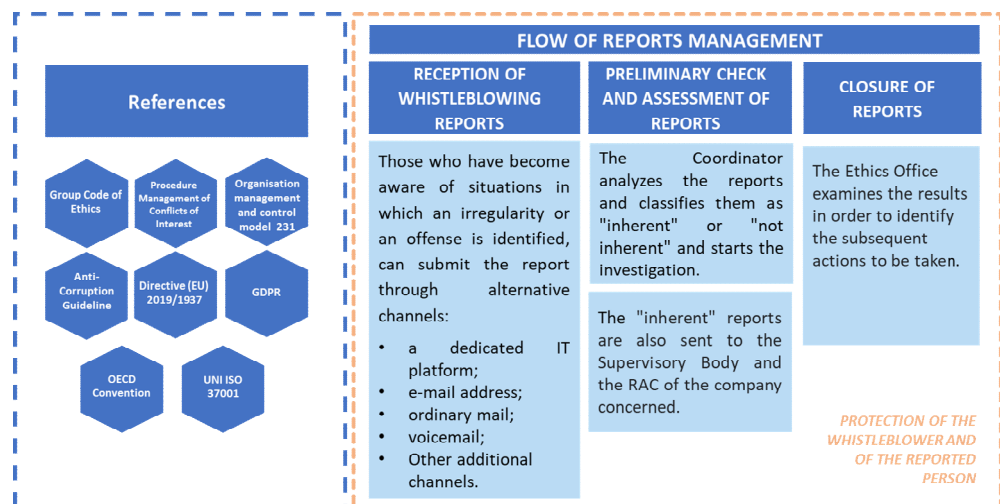
**GROUP MANAGEMENT PROCEDURE****MANAGEMENT OF WHISTLEBLOWING REPORTS**

	<b>Corporate Department</b>	<b>Person in charge</b>
<b>Approved by:</b>	<b>Ethics Office del Gruppo ASPI</b>	
	<b>CEO</b>	

## EXECUTIVE SUMMARY

- Purpose of this document** With reference to Process 38.5. *Management of Whistleblowing Reports*, this Management Procedure regulates:
- the reception and management of reports (so-called whistleblowing reports);
  - the operating procedures to verify and assess the facts alleged in the reports;
  - the roles, responsibilities and control standards within this process.
- Changes to previous documentation** This document replaces the Management Procedure (rev00), which has been adjusted and amended in the following areas:
- adjustment to the new governance context;
  - adjustment to the new name of the Ethics Office;
  - adjustment to the ASPI Group Anti-Bribery Guideline;
  - transposition of the main provisions of European Directive 2019/1937, in particular:
    - definition of persons entitled to submit reports;
    - introduction of deadlines for informing the Whistleblower of the status of the report submitted;
    - decrease in the number of persons entitled to access reporting channels;
    - strengthening of protection for the Whistleblower.
  - inclusion of the chapter 'compliance standards' listing the control standards complied with by this Management Procedure.

### Document Framework



**INDEX**

**EXECUTIVE SUMMARY..... 2**

**1 PURPOSE AND SCOPE..... 4**

**2 RECEPTION OF WHISTLEBLOWING REPORTS..... 4**

**2.1 RECEPTION OF 'OUT-OF-CHANNEL' REPORTS 5**

**2.2 OTHER CHANNELS FOR SUBMITTING REPORTS 5**

**2.3 CONTENT OF REPORTS 6**

**3 PRE-TRIAL PHASE ..... 7**

**3.1 PRELIMINARY CHECK AND ASSESSMENT OF REPORTS 7**

**4 CLOSURE OF REPORTS..... 8**

**5 RECORD KEEPING..... 9**

**6 MANAGEMENT OF SPECIAL CASES AND POTENTIAL CONFLICTS OF INTEREST..... 9**

**7 COMMUNICATION, TRAINING AND INFORMATION..... 9**

**8 GUARANTEES AND SAFEGUARDS ..... 9**

**8.1 GUARANTEE OF CONFIDENTIALITY 10**

**8.2 PROTECTION OF THE WHISTLEBLOWER 10**

        8.2.1 PROTECTING THE CONFIDENTIALITY OF THE WHISTLEBLOWER'S IDENTITY ..... 10

        8.2.2 PROTECTING THE WHISTLEBLOWER FROM RETALIATION OR DISCRIMINATION ..... 11

**8.3 PROTECTION OF THE REPORTED PERSON 11**

**9 DISCIPLINARY SYSTEM..... 12**

**10 PERSONAL DATA PROTECTION..... 12**

**11 COMPLIANCE STANDARDS ..... 13**

**12 APPENDIX (FOR IN-HOUSE DIFFUSION ONLY). ERRORE. IL SEGNALIBRO NON È DEFINITO.**

**12.1 RECEPTION OF REPORTS/WHISTLEBLOWING REGISTER ERRORE. IL SEGNALIBRO NON È DEFINITO.**

**12.2 MEETINGS OF THE ASPI GROUP ETHICS OFFICE ERRORE. IL SEGNALIBRO NON È DEFINITO.**

**12.3 MONITORING AND REPORTING BY THE ASPI GROUP ETHICS OFFICE ERRORE. IL SEGNALIBRO NON È DEFINITO.**

**13 REFERENCES..... 13**

**14 ABBREVIATIONS AND DEFINITIONS ..... 13**

**15 HISTORY OF REVISIONS..... 15**

## 1 PURPOSE AND SCOPE

The purpose of this document is to define the procedures for receiving, verifying and assessing whistleblowing reports – sent by company staff and/or third parties<sup>1</sup> - alleging suspicious conduct, breaches of company regulations (rules of conduct set out in the Code of Ethics, the Anti-Bribery Policy, Model 231 and more generally in the company's body of regulations) and external regulations, illicit conduct and irregularities concerning the performance of the ASPI Group's business activities.

This Management Procedure shall apply to all Group companies.

## 2 RECEPTION OF WHISTLEBLOWING REPORTS

The ASPI Group has set up the *Ethics Office del Gruppo ASPI* (hereinafter also referred to as the "*Ethics Office*") as a collective body in charge of receiving and handling whistleblowing reports – sent by company staff and/or third parties<sup>1</sup> - alleging suspicious conduct, breaches of company regulations (rules of conduct set out in the Code of Ethics, in the Anti-Bribery policy, in Model 231 and more generally in the company body of regulations) and external regulations, illicit conduct and irregularities concerning the performance of the ASPI Group's business activities. The Ethics Office is composed of:

- Chief Financial Officer (member);
- Director of Legal Affairs (member);
- Human Capital, Organisation & HSE Director (member);
- Internal Audit Director (coordinator);
- Risk, Compliance and Quality Director (member);

Moreover, the Office is supported by a Technical Secretariat.

The ASPI Group, in order to ensure the effectiveness of the whistleblowing process and to guarantee the possibility of sending the report to all persons who have come across situations, facts, circumstances which may reasonably be ascribable to an irregularity or an offence being committed, has set up alternative channels; specifically:

- a dedicated IT platform: a tool recommended for the transmission of whistleblowing reports which guarantees, through the encryption of information, the full anonymity of the Whistleblower and the full traceability regarding the undertaking and the handling of any need for dialogue between the *Ethics Office* and the Whistleblower. Access to the Platform shall be granted to all Whistleblowers (employees and non-employees) from the Internet site and the corporate Intranets by clicking a specific button which redirects to the relevant page of ASPI;
- e-mail address: segnalazioni@autostrade.it;
- ordinary mail to: *Ethics Office del Gruppo ASPI*, via Bergamini, 50 - Rome;
- voicemail at 06/43634213 (the report recording procedure will ensure the anonymity of the Whistleblower, if desired).

In addition, the Ethics Office is available to meet with the Whistleblower to collect the report taking minutes of the meeting, if the Whistleblower so requests through the above-mentioned channels. In this case, the minutes of the meeting should be signed by the Whistleblower and duly filed.

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<sup>1</sup> I.e. according to Directive (EU) 1937/2019, including but not limited to: suppliers, customers, trainees and interns, persons working for the Company in any capacity but without an employment relationship, former employees, etc.

Whoever receives a report falling within the competence of the Ethics Office<sup>2</sup> conveyed outside the dedicated channels shall promptly send it, if possible in original copy, to the Ethics Office, in accordance with the provisions of paragraph 3.1 and by ensuring the utmost confidentiality so as to protect the Whistleblower's identity and the identity and integrity of any persons reported. Please note that, should the recipient of the report have any doubts as to the competence of the Ethics Office, preference shall be given – by way of prudence - to prompt transmission.

Although anonymous reports are accepted, the ASPI Group suggests that Whistleblowers prefer to submit non-anonymous reports, to allow investigations to be performed quickly and effectively. The guarantees and protections for the Whistleblower are set out in paragraph 8 below, to which reference shall be made. Where the Whistleblower opts for an anonymous report, only those adequately substantiated, provided with reliable details and therefore capable of revealing facts and situations ascribable to specific contexts, will be considered valid for investigation purposes.

The Ethics Office, where possible, shall send the Whistleblower a notice of receipt of the report within 7 days from the date of receipt of the report. Moreover, within 3 months (or 6 months, in cases - duly justified - of complex verifications on the truth of the facts alleged in the report) from the date of receipt of the report, the Ethics Office shall, where possible, provide the Whistleblower with feedback on the results of the investigation carried out.

## **2.1 RECEPTION OF 'OUT-OF-CHANNEL' REPORTS**

Whistleblowing reports might be sent through channels different from the official ones defined in the text of this Procedure (i.e.: anonymous letters sent to the attention of Management and Top Management, verbal Reports, Reports through social media, in accordance with the Social Media Policy). Whoever receives a report sent through unofficial channels has the responsibility and moral duty to:

- Inform the Whistleblower, if identifiable, of the importance of transmitting the report through official channels;
- promptly transmit to the Ethics Office through official channels, prioritizing those allowing the transmission of the report in original copy, the report received, specifying - as far as known - the source of such report.

To ensure greater protection of the Whistleblower, the use of official reporting channels is recommended to enable ASPI to guarantee all the protections provided for by company regulations.

## **2.2 OTHER CHANNELS FOR SUBMITTING REPORTS**

In addition to the above channels, the following channels can also be used to submit whistleblowing reports concerning potential breaches of the regulations pursuant to Legislative Decree 231/01 and/or reports concerning alleged breaches of anti-bribery regulations:

### 231 Reports concerning Legislative Decree 231-related offences

- e-mail to the e-mail address of the Supervisory Board (hereinafter also 'SB') of the company<sup>3</sup> ;

<sup>2</sup> Whistleblowing reports falling within the competence of the Ethics Office are detailed - by way of example - in Paragraph 3 of Chapter 3 of this Procedure and may refer to any illicit conduct or irregularity; breach of regulations; action likely to cause damage to assets or the company reputation; breaches of the ASPI Group Code of Ethics; breaches of the ASPI Group Anti-Bribery Policy; breaches of the 231 Model; breaches of company regulations. Persons potentially reported include all employees, including managers, both permanent and non-permanent, collaborators, members of the Supervisory Bodies and Boards of Directors, third parties who may cause damage or prejudice to the activities.

<sup>3</sup> The address of the mail box of each Supervisory Board can be found, as well as in the Organisation, Management and Control Model of the relevant company, in the Ethics Office section on the websites and company intranets of the various ASPI Group companies.

- paper communication to the attention of the Supervisory Board, at the registered office of the relevant company.

#### Reports on alleged breaches of anti-bribery legislation

- communication to anticorruzione@companydomain<sup>4</sup> ;
- paper communication to the attention of the company's Anti-Bribery Officer (hereinafter also 'RAC'), at the registered office of the relevant company.

If the Supervisory Board and/or the Anti-Bribery Officer receive a report directly through the above-mentioned channels, they shall promptly inform the Coordinator of the Ethics Office, without prejudice to the independent assessment of the content of the report, in compliance with the prerogatives of each Entity involved in the management of the report and in order to enable the prompt start of the preliminary investigation. Upon completion of the checks carried out, the Supervisory Board and/or the Anti-Bribery Officer shall inform the Ethics Office of the results through the Coordinator.

If the Supervisory Board or the RAC of a company different from the company concerned receive a report relating to a Group company, they shall promptly forward such report to the appropriate recipient for the relevant evaluations through the channels described above.

### **2.3 CONTENT OF REPORTS**

Without prejudice to the possibility of reporting any breach (fact, actions or failures to comply) even if only potentially breaching the law or the provisions of company regulations, by way of example but not limited to, reports may concern:

- attempted, alleged or real acts of bribery carried out directly, through or at the instigation of third parties (i.e., suppliers, consultants, collaborators, customers and agents);
- conflicts of interest, breaches of the Code of Ethics or through behaviours clashing with the principles inspiring the company in the conduct of its own activities;
- any illicit practices, including those mentioned by the 231 Model illicit of ASPI and other Group companies;
- illicit and/or fraudulent activities to the detriment of customers or company assets in general;
- breaches relating to the protection of workers.

The Whistleblower shall submit the report by providing all the information held in the clearest and most comprehensive manner possible, and by presenting the elements that are useful and appropriate to allow an accurate verification of the validity of the alleged facts. The report should include important information, where such elements are known to the Whistleblower, such as:

- a detailed description of the facts alleged in the report, and of the situation known (method, time and place) and the circumstances that led to the acquisition of such elements;
- identifying element(s) of the Reported Person(s), in so far as they are known, or elements that may enable their identification;
- names of any other persons who may report on the alleged facts being reported;
- indication or - if available - provision of any documents that may confirm the facts alleged in the report, along with the Whistleblower's identity (i.e., personal details and contact details) in cases where the option of anonymity has not been chosen.

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<sup>4</sup> The address of the mail box of each Anti-Bribery Officer is available on the company intranet.

Group companies, while encouraging the submission of reports as accurate and detailed as possible, and if anonymous, adequately substantiated, provided with an abundance of details and thus capable of unveiling facts and situations relating them to specific contexts, shall also encourage the staff or third parties to promptly report any act, whether certain or alleged.

### 3 PRE-TRIAL PHASE

Only the Coordinator, the Risk, Compliance and Quality Department and the Technical Secretariat may access the reporting channels; this provision is designed to achieve greater confidentiality in the handling of any reports directly involving members of the Ethics Office (see Chapter 7 - Handling of special cases and potential conflicts of interest) and to ensure segregation in the case of whistleblowing reports involving the Coordinator, the Risk, Compliance and Quality Director or the Technical Secretariat.

#### 3.1 PRELIMINARY CHECK AND ASSESSMENT OF REPORTS

The Coordinator shall analyse the reports received and classify them as '**inherent**', if they relate to alleged fraud, offences, failure to comply with procedures or any other irregular conduct, or '**not inherent**', if they concern other issues not specifically related to the Ethics Office (i.e., but not limited to, commercial complaints, requests for career advancement, etc.)

Reports classified as 'inherent' shall also be sent, according to competence, to the Supervisory Board<sup>5</sup> and to the Anti-Bribery Officer of the reported company, in full compliance with the guarantees of confidentiality and protection of the Whistleblower provided for in Chapter 9 of this Management Procedure. Reports classified as 'non-inherent' shall instead be sent to the competent department of the company concerned for handling the case, which shall be responsible for informing the Ethics Office of the results of the checks and for providing feedback to the Whistleblower by informing the Secretary of the Ethics Office.

For reports classified as 'inherent', the Coordinator shall:

- start the relevant investigation if the content is **precise, detailed, verifiable and, preferably, supported by documentary evidence of the alleged facts**. During this investigation, the Coordinator, in full compliance with the guarantees of confidentiality and protection of the Whistleblower laid down in Chapter 9 of this Management Procedure, may be supported by the competent corporate departments and/or external consultants, depending on the object and nature of the report;
- or propose to the other members of the Ethics Office:
  - the filing of the report as '**unsubstantiated**' if the report has not detailed and/or unverifiable content and the Whistleblower cannot be reached to provide the necessary additions;
  - dismissal of the report as '**overcome**' if the facts are already known and fully investigated by the Ethics Office, without the report adding any further elements, or if the reported fact is resolved autonomously during the preliminary investigation;

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<sup>5</sup> With reference to Autostrade per l'Italia's Supervisory Board, the Coordinator shall send the Supervisory Board - following the preliminary analysis - the reports considered inherent and with possible validity pursuant to Legislative Decree 231/2001 as amended. Moreover, the Coordinator, at the earliest possible meeting of the ASPI Supervisory Board, shall inform:

- every three months, on the progress of reports with possible validity pursuant to Legislative Decree No. 231/2001, as amended;
- every six months, on the progress of all relevant reports received.



- the filing of the report as **‘subject to ongoing investigation/judgment’** if it relates to facts subject to ongoing investigations by public authorities, or to facts subject to pending litigation (between ASPI or Group companies and third parties or employees).

For the last three cases, the Ethics Office, where appropriate, may define actions, whether to improve the Internal Control System or of another kind (i.e.: disciplinary actions, reporting to the Judicial Authorities, etc.), in the context of which it will monitor their implementation in compliance with the timeframes agreed with the competent departments.

The Ethics Office may also, where deemed appropriate, carry out further investigations, regardless of the results of the preliminary investigation.

Finally, the Ethics Office shall define any communication flows within the company involved in the report and/or towards the Administration and Control Internal structures and the other members of the Internal Control System of the ASPI Group’s company. In the context of these flows, the Ethics Office shall also inform, according their specific competences, the Supervisory Board and the Anti-Bribery Officer of the company involved in the report.

#### 4 CLOSURE OF REPORTS

The Ethics Office, having received the report of the Coordinator, shall validate the results of the preliminary verifications conducted<sup>6</sup> and, for reports classified as 'inherent', shall examine the results of the preliminary investigations in order to identify the next steps to be taken. Specifically, if:

- further necessary investigations emerge, it shall request the coordinator to carry out further checks;
- the report turns out to be 'founded' or 'partially founded', it shall define any necessary measures with the support, in their implementation, of the departments responsible for the subject matter and in compliance with the system of authorities in force.
- the report turns out to be 'not founded', it shall close the report while also assessing, in the light of the results of the checks carried out, whether the report is defamatory and, in this case, take the appropriate action.

In the case of reports shared, by virtue of competence, with the Supervisory Board and/or the Anti-Bribery Officer, the Ethics Office shall provide them with the results of the preliminary investigations before their final closure, in order to gather any further needs for further investigation.

Furthermore, regardless of the results of the report, if areas of weakness and/or areas of improvement in the Internal Control and Risk Management System emerge during the investigation, the Ethics Office may request the implementation of the most advisable improvement actions, supporting the Person in charge in defining action plans.

Communication flows then begin, according to competence, towards the Administration and Control Internal structures and the other members of the Internal Control System of the ASPI Group’s company involved in the report, including, in particular, the Supervisory Board and the Anti-Bribery Officer.

Finally, the Ethics Office shall file the report, classifying it as **‘Founded’** or **‘Partially-founded’** or **‘Not founded’** and **‘With actions taken’** or **‘Without actions taken’**, whether implemented to improve the Internal Control System or for different purposes (i.e.: disciplinary action, reporting to

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<sup>6</sup> Should the results of the preliminary analysis reveal any doubtful cases, the coordinator shall report on these cases in order to jointly identify the next steps to be taken.



the Judicial Authorities, etc.), in the context of which it shall monitor the related implementation in compliance with the timeframes agreed with the competent departments.

## **5 RECORD KEEPING**

The documentation (paper and electronic) processed and managed in this process shall be kept by the Technical Secretariat of the Ethics Office, in compliance with the appropriate technical and organisational measures to guarantee an adequate level of security in relation to the risk of accidental or illegal destruction, loss, modification, disclosure and access to information by unauthorised persons.

Reports, and related documentation, shall only be kept as long as necessary, and in any case consistent with the retention periods defined with the Controller.

## **6 MANAGEMENT OF SPECIAL CASES AND POTENTIAL CONFLICTS OF INTEREST**

To ensure greater confidentiality in the handling of reports directly involving members of the Ethics Office, only the Coordinator, the Risk, Compliance and Quality Director and the Technical Secretariat of the Ethics Office may access the reporting channels.

Where the reported facts concern:

- a Member of the Ethics Office who has a conflict of interest as personally and, therefore, directly involved in a report, shall be excluded from the processing and assessment of the case and all documentation relating to the investigation shall be filed in a sub-folder to which they may not access. In this regard, if the report concerns one of the roles having access to the reporting channels (the Coordinator, the Risk, Compliance and Quality Director and the Ethics Office Technical Secretariat), the report should be sent to the ASPI Supervisory Board;
- one or more members of the Board of Directors of ASPI or of the Group companies (with the exception of the Chairperson), the Chairman of the Board of Directors of the company concerned shall become in charge of the Ethics Office if the director(s) is/are not also an employee of another Group company. The results of the investigation will be communicated to the Ethics Office.

If a Member of the Ethics Office has a conflict of interest, they are required to promptly declare the existence of such conflict. The remaining Members shall evaluate the advisability of keeping or excluding the Member involved from Ethics Office meetings dealing with the specific conflict of interest.

## **7 COMMUNICATION, TRAINING AND INFORMATION**

The Ethics Office shall be responsible for promoting, over time, the necessary information and training actions intended for the corporate staff on the management of whistleblowing and, in particular, on the usefulness of the process, the communication channels and the guarantees and protections of Whistleblowers and Reported persons.

## **8 GUARANTEES AND SAFEGUARDS**

## **8.1 GUARANTEE OF CONFIDENTIALITY**

All ASPI Group staff involved in various capacities in the management of reports are required to ensure the utmost level of confidentiality on the existence and content of the reports, as well as on the Whistleblower's identity (where disclosed) and reported persons.

Any communication on the existence and content of the report, as well as on the Whistleblowers' identity (where disclosed) and Reported persons, shall strictly comply with the 'need to know' criterion.

To this end, the Ethics Office shall record the list of the recipients of communication regarding each report and the information provided (i.e.: existence and/or content of the report, Whistleblower's identity and/or the reported person, results of the investigations carried out).

## **8.2 PROTECTION OF THE WHISTLEBLOWER**

### **8.2.1 PROTECTING THE CONFIDENTIALITY OF THE WHISTLEBLOWER'S IDENTITY**

The company, in order to protect and safeguard the Whistleblower, shall ensure discretion and confidentiality in the entire whistleblowing management process - from the receipt of the report to the investigation and closure of the investigation - through the implementation of control measures in each channel set up to forward reports.

For whistleblowing reports transmitted via the IT platform referred to in Chapter 2, the confidentiality of the Whistleblower's identity (as well as the content of the report) shall be protected as follows:

- the platform is issued by a specialised entity, acting as a third-party and independent of the ASPI Group;
- the platform adopts a 'no-log' policy, i.e., it does not collect, either directly or indirectly, information on the connection modalities (i.e.: server, IP address, MAC address), thus guaranteeing complete anonymity of access. Therefore, the company's computer systems are not able to identify the access point to the Portal (IP address), even if access is made from a device connected to the company network;
- the platform guarantees high security standards, using advanced encryption algorithms and other methods to protect against unauthorised access;
- no registration is required for Internet access on the website (available to anyone, including employees), and the Whistleblower may remain anonymous. The Whistleblower, if they so wish, may otherwise indicate their name and provide their express consent for their personal details to be disclosed to the Ethics Office.

For reports transmitted through the other channels, the confidentiality of the Whistleblower's identity (as well as the content of the report) shall be protected as follows:

- written correspondence sent to the Ethics Office del Gruppo ASPI delivered in a sealed envelope (as delivered by the postal service) to the Ethics Office Technical Secretariat;
- the 'segnalazioni@autostrade.it' e-mail box is accessible exclusively by the Coordinator, the Risk Compliance and Quality Director (in the role of Member) and the Technical Secretariat of the Ethics Office. The administrator of the competent corporate e-mail system may access the relevant mailbox, solely for technical needs, subject to a justified written request to be sent to the Coordinator, who shall proceed to grant formal authorisation<sup>7</sup>.

<sup>7</sup> For greater protection of the Whistleblower, the use of official reporting channels is recommended to enable ASPI to guarantee all the protections provided for by company regulations.

Where the name of the Whistleblower has been disclosed in the processing of reports by the Ethics Office, such name shall be separated from the content of the report and replaced with the alphanumeric code assigned to it at the time of the first entry in the special Register kept at the Ethics Office Technical Secretariat.

For Reports sent through paper and electronic mail channels to the Supervisory Board and/or to the Anti-Bribery Officer (see paragraph 2.2 – Other channels for submitting report) i.e., the confidentiality of the Whistleblower's identity (as well as the content of the report) shall be protected as follows:

- written correspondence delivered in a sealed envelope (as delivered by the postal service) to the Supervisory Board or the Anti-Bribery Officer;
- the e-mail box of the Supervisory Board may only be accessed by the Members of the Supervisory Board (and, where appointed and duly authorised, the contact person for the activities of the Technical Secretariat);
- the e-mail box of the Anti-Bribery Officer may only be accessed by the Anti-Bribery Officer (and, where appointed and duly authorised, the contact person for technical support activities).

Staff involved, in any capacity whatsoever, in the various phases relating to the management of reports received are required to ensure the utmost level of confidentiality on the contents of reports, on the Whistleblowers and on the reported persons, by adopting appropriate security requirements and refraining from transmitting information not strictly necessary for the management of the report itself.

### **8.2.2 PROTECTING THE WHISTLEBLOWER FROM RETALIATION OR DISCRIMINATION**

In compliance with the law, each company of the ASPI Group shall guarantee protection, including by resorting to a sanctioning system (see chapter 10 - Disciplinary system), from any act or form of retaliation, discrimination or penalisation, whether direct or indirect, against Whistleblowers (and anyone who has cooperated in assessing the facts alleged in the report), regardless of whether or not the report turns out to be founded.

Specifically, if the Whistleblower is an Employee, the Ethics Office shall monitor the Employee's working life for two years starting from the date of the report, to ensure the absence of discriminatory actions or other forms of retaliation as a consequence of the report (such as, but not limited to, change of function or place of work, unjustified negative feedback, dismissal, damage to reputation, etc.).

Furthermore, the ASPI Group shall adopt specific measures to support the Whistleblower, including but not limited to:

- individual, impartial and confidential support from the Ethics Office on the process to be undertaken to initiate a report, information on Whistleblowers' rights and on the procedures required to benefit from safeguards;
- psychological assistance.

### **8.3 PROTECTION OF THE REPORTED PERSON**

The ASPI Group requires everyone to cooperate in ensuring mutual respect at work and prohibits any behaviour that may damage the dignity, honour and reputation of others and undertakes to offer maximum protection against any defamatory reports. The Group shall adopt the same forms of safeguards to protect the Whistleblower also for the alleged perpetrator of the breach, without prejudice to legal provisions imposing an obligation to disclose the name of the reported person (i.e.: requests by the Judicial Authority, etc.).

The reported person shall not be subject to disciplinary sanctions without an objective proof of the reported breach, i.e., without having investigated the facts alleged in the report and contested the relevant charges in compliance with the procedures laid down by law and/or by contract.

The reported person may not request to know the name of the Whistleblower, except in the cases expressly provided for by law.

For the further protection of the reported person, the actions and powers granted by law shall remain valid.

## 9 DISCIPLINARY SYSTEM

Each ASPI Group's company shall provide for and (where applicable) impose disciplinary sanctions on its employees:

- against persons held accountable for any act of retaliation or discrimination or any illicit prejudice, whether direct or indirect, against the Whistleblower (or anyone who has cooperated in the investigation of the facts alleged in the report) for reasons connected, directly or indirectly, with the report;
- against the reported person if the investigations carried out reveal illicit conduct;
- against anyone who breaches the confidentiality obligations referred to in this Procedure;
- against employees, as provided for by law, who have submitted a not founded report with malicious intent or gross negligence.

The disciplinary measures, which also have a deterrent purpose, shall be appropriate and proportionate to the extent and seriousness of the illicit conduct, and may even lead to the termination of the employment relationship in the most serious cases, in accordance with the provisions of company regulations, the relevant collective labour agreement or other applicable national regulations.

As for third parties (i.e.: partners, suppliers, consultants, agents) the remedies and actions provided by law, in addition to the contractual clauses of compliance with the Code of Ethics, the Anti-Bribery Guideline, the Organisation, Management and Control Model pursuant to Legislative Decree 231/01, and the ASPI Group Integrated Management Systems Policy, shall apply.

## 10 PERSONAL DATA PROTECTION

Pursuant to current privacy legislation, the Controller of personal data collected in the management of reports is Autostrade per l'Italia, with registered office in Rome, via Alberto Bergamini 50, in the context of reports concerning the company, or the Group company to which the report relates. As regards the personal data (both common and, where necessary, specific) collected to manage reports concerning Group companies, Autostrade per l'Italia shall act as Processor pursuant to art. 28 of European Regulation 2016/679 (hereinafter also 'GDPR'), as per the relevant appointments.

In accordance with the principle of minimisation set out in Article 5 of the GDPR, only personal data deemed relevant and necessary for the purposes of the Procedure may be processed. Therefore, all personal data (of any natural person) contained in the report or collected during the investigation phase not deemed to be necessary will be deleted or anonymised. Moreover, the personal data of Whistleblowers and of other persons potentially involved, collected while handling the reports, shall be processed in full compliance with the provisions of the current legislation on the protection of

personal data, as well as in so far as necessary and for the period strictly sufficient for the purposes provided for therein<sup>8</sup>.

The privacy policy contains general information on the processing of personal data in the context of this Procedure.

While submitting reports, the reported person and other persons involved in the report may not immediately receive a specific privacy notice regarding the processing of their data, where there is a risk that providing such a notice would compromise the ability to effectively verify the facts alleged in the report or to collect any useful element.

## 11 COMPLIANCE STANDARDS

This management procedure shall comply with the following control standards:

<b>231/ Anti-bribery</b>	<ul style="list-style-type: none"> <li>▪ Cross-cutting Control Standards<sup>9</sup> referred to in Model 231, Special Section, sub. 'Control Standards'.</li> </ul>
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## 12 REFERENCES

- Legislative Decree No. 231/2001 Rules on the administrative liability of legal persons, companies and associations, including those having legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000 and subsequent amendments and additions;
- Group Code of Ethics;
- Organisation, management and control model pursuant to Legislative Decree No. 231 of 8 June 2001 (available on the company intranet, in the 'Model 231' section);
- ASPI Group Anti-Bribery Guideline;
- Anti-Fraud Model 'Fraud Free Zone' (FFZ) Guidelines of the ASPI Group;
- Group Management Procedure *Management of Conflicts of Interest*;
- Integrated Management Systems Policy of the ASPI Group;
- Standard UNI ISO 37001;
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997) and subsequent revisions (OECD Recommendation 2021);
- Service Order No. 22/2020, Ethics Officer - Team Segnalazioni del Gruppo ASPI;
- Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons reporting breaches of European Union law;
- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of personal data and on the free movement of such data (GDPR);
- Legislative Decree No 101 of 10/08/2018 - 'Provisions for adjusting the national legislation to the provisions of Regulation (EU) 2016/679.

## 13 ABBREVIATIONS AND DEFINITIONS

Below are the definitions used in this Management Procedure.

<sup>8</sup> And for no longer than 10 years, in compliance with the Management Procedure '*Personal Data Retention Criteria*'.

<sup>9</sup> The Control Standards shall define the rules of conduct and the specific controls provided for by the 231 Model in order to prevent, with reference to each Sensitive Activity, the alleged offences, and are divided into separate levels: 1) Cross-cutting Control Standards (SCT); 2) General Control Standards (SCG); 3) Specific Control Standards (SCS). For details, please refer to the Special Section of the Model.

<b>ASPI Group</b>	Includes Autostrade per l'Italia S.p.A. and its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
<b>Supervisory Board</b>	Body of Autostrade per l'Italia S.p.A., or of its subsidiaries, appointed to supervise the functioning of and compliance with Model 231 and to ensure its update in compliance with the provisions of Article 6(1)(b) of Legislative Decree 231/01.
<b>Internal Audit</b>	ASPI Internal Audit Department.
<b>Anti-Bribery Officer (RAC)</b>	Anti-Bribery Officer appointed by Autostrade per l'Italia and each of its subsidiaries, who operates with adequate authority defined in the appointment provision and whose independence is guaranteed by not being involved in business activities identified as being at risk of bribery.
<b>Ethics Office of the ASPI Group</b>	<p>Collective body in charge of receiving and examining reports, determining any adequate consequent actions. It assesses the adequacy of the process, recommending the Board of Directors the adoption of any improvements to it, and promotes the necessary information and training actions intended for the corporate staff.</p> <p>Includes: Chief Financial Officer, Central Legal Director, Director Human Capital, Organisation &amp; HSE, Director Internal Audit and Director Risk, Compliance and Quality.</p>
<b>Coordinator (of the Ethics Office)</b>	Internal Audit Director, in charge of regulating the end-to-end management process of reports, from their receipt to the closure of the investigation. The Coordinator is entitled to represent - if necessary - the Ethics Office at meetings with the Administration, Management and Control Internal structures.
<b>Technical Secretariat (of the Ethics Office del Gruppo ASPI)</b>	Resource(s) identified by the Ethics Office to support the fulfilment of the activities of this collective body (i.e.: organisation and minuting of meetings, operational management of investigations, preparation of documents for the Ethics Office, management of the document and electronic archive).
<b>Register of Authorised Persons</b>	Register kept under the responsibility of the Ethics Office del Gruppo ASPI containing the list of persons authorised - on the basis of the 'need to know' criterion - to know the existence and/or content of a report and the Reported persons' identity , as well as - where permitted by law - of the Whistleblowers.
<b>Report</b>	Communication concerning breaches which have occurred or are likely to occur within the ASPI Group, or within a third party who has or has had a relationship of any kind with the Group, concerning facts which are considered to be: illicit conduct or irregularities; breaches of regulations; actions likely to damage the company's assets or reputation; breaches of the Code of Ethics; breaches of the ASPI Group Anti-Bribery Guideline; breaches of Model 231 (so-called '231 Reports'); breaches of company procedures and provisions.



<b>Whistleblower</b>	Any person (internal and external to the ASPI Group) submitting the report, having come across situations, facts, circumstances which may reasonably lead to believe that an irregularity or illicit act has been committed.
<b>Reported person</b>	Any person to whom the facts alleged in the report a report may refer or be connected.
<b>Directive (EU) 2019/1937</b>	Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons reporting breaches of the European Union law.

#### 14 HISTORY OF REVISIONS

Revision No.	Reason	Date
00	Issue	February 2021
01	<ul style="list-style-type: none"> <li>• adjustment to the new governance context;</li> <li>• adjustment to the new name of the Ethics Office;</li> <li>• adjustment to the new ASPI Group Anti-Bribery Guideline;</li> <li>• transposition of the main provisions of European Directive 2019/1937, specifically:                             <ul style="list-style-type: none"> <li>- definition of persons entitled to submit reports;</li> <li>- introduction of deadlines for informing the Whistleblower of the status of the report submitted;</li> <li>- decrease in the number of persons entitled to access the whistleblowing channels;</li> <li>- strengthening of Whistleblower protection.</li> </ul> </li> </ul>	July 2022