Infrastrutture Wireless Italiane

WHISTLEBLOWING POLICY

Approved by the Board of Directors on 29 September 2022

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1. INTRODUCTION

Whistleblowing" (hereinafter referred to as "report") means any report concerning conduct, including omission, that does not comply with laws and regulations applicable to INWIT, and with the system of rules and procedures in force in the Company, including the Code of Ethics and Conduct and the Organisation and Management Model pursuant to Legislative Decree 231/01. Article 4 of the Code of Ethics and Conduct establishes the guidelines for requesting clarification or reporting alleged breaches of the Code.

INWIT assures protection of the Whistleblower, of the person reported and of any further Persons involved in the report in accordance with applicable legislation, including EU legislation.

2. RECIPIENTS AND SCOPE OF APPLICATION

The Policy applies to Company Representatives and to all reports received from persons inside or outside the Company in the manner described below.

3. PURPOSE

The Procedure purpose is to regulate the process of transmitting, receiving, managing, storing and deleting reports, even if transmitted anonymously.

3.1 Report purpose

Reports may concern any conduct, whether active or omissive, carried out by persons inside or outside the Company in breach of the principles and rules of corporate conduct, of policies, procedures or other internal rules adopted, and in breach of applicable legal obligations, including EU law.

Merely as an example, the following may be reported:

1. requests for clarification of the correctness of one's own or others' conduct for the purposes of full compliance with the Code of Ethics and Conduct;
2. notices of alleged breaches, requests or incitement to breach laws or regulations, provisions of the Code of Ethics or internal procedures (e.g. non-fulfilment of contractual clauses, slander, threats, fraud, improper use of company equipment);
3. notices of alleged breaches of the Model 231 following conduct risking crime and/or offences provided for by the Model 231;
4. complaints relating to alleged anomalies, irregularities and misconduct;

5. complaints made by anyone regarding accounting, internal accounting control or auditing matters, and the reporting of concerns submitted by Company employees, regarding the same questionable accounting or auditing matters;
6. notices of alleged breaches of anti-competitive regulations and the Antitrust Compliance Programme adopted by INWIT;
7. notice of alleged breaches of the diversity & inclusion policy.
8. breaches falling under the scope of Union acts in the following areas: *i)* public procurement; *ii*) financial services, products and markets and prevention of money laundering and terrorist financing; *iii*) product safety and compliance; *iv)* transport safety; *v*) environmental protection; *vi*) radiation and nuclear safety; *vii*) food and feed safety and animal health and welfare; *viii*) public health; *ix*) consumer protection

4. REFERENCES

- Regulation 2016/679/EU (General Data Protection Regulation - GDPR)
- European Directive 1937/2019 on the protection of persons who report breaches of Union law
- Law no. 179 of 30 November 2017 "Provisions for the protection of those who report offences or irregularities they gain knowledge of within the context of a public or private employment relationship"
- ANAC - Guidelines on the protection of the authors of reports of offences or irregularities they gain knowledge of as a result of an employment relationship, pursuant to Article 54-bis of Legislative Decree 165/2001 (so-called whistleblowing)
- Knowledge Management Framework Policy
- INWIT Organisational Model 231 and Code of Ethics and Conduct
- Antitrust Compliance Programme
- Data Protection Organisational Model
- Diversity & Inclusion Policy
- Anti-Corruption Policy

5. DESCRIPTION OF THE PROCESS AND RESPONSIBILITIES

5.1 Roles and Responsibilities

Transmitting the report

The report may be submitted by anyone, whether inside or outside the Company. This includes, merely as an example:

- persons who have acquired information about breaches in a work context;
- persons who acquired information in an employment relationship that has since ended;
- persons whose employment relationship has not yet begun in cases where information concerning a breach was acquired during the selection process or other pre-contract negotiations;
- persons who have relations with the Company, such as partners, customers, suppliers, consultants, shareholders.

Receipt and management of reports

The owner of the report receipt and management process is the INWIT Supervisory Body, which uses the Head of Audit to manage the reports operationally. The Board of Statutory Auditors is also informed of receipt of the report in a timely manner, no later than five working days from receiving it.

On carrying out his/her investigations, the Head of Audit is supported by the relevant corporate department in full compliance with the principles established by legislation applicable, and by the Company's Code of Ethics.

If the report should concern a member of the Supervisory Body, the ensuing investigation and analysis will be managed by the other members of the Supervisory Body. If the entire Supervisory Body or the majority of its members should be involved, the investigation will be managed by the Chairman of the Board of Statutory Auditors.

5.2 Process and steps

Reporting channels

Reports may be sent:

- via the computer portal at https://inwit.segnalazioni.net/ ;
- in writing to the attention of the 231 Supervisory Body or the Company's Head of Audit, at the address "Infrastrutture Wireless Italiane S.p.A., Via Gaetano Negri 1 - 20123 Milan".

In order to ensure compliance with regulations in force, INWIT has implemented a special IT channel to receive, manage and file reports, available on the intranet and online on the Company's institutional website. Access to the portal is only permitted to members of the Supervisory Body and the Board of Statutory Auditors.
If reports or complaints pursuant to Article 2408 of the Italian Civil Code should be received through the aforementioned channel, the Board of Statutory Auditors will proceed in accordance with legislation in force at that time.

Reports received by anyone - be they employees or third parties, verbally (in person or by telephone) or in writing (external or internal mail, e-mail, fax) - must be entered on the computer portal by the recipient without delay. Verbal reports must be reported in writing by the recipient with all possible and useful details.

For reports received by post, the letter and its envelope must be enclosed with the report. The original must be forwarded immediately to the Head of Audit who will store it in a secure environment.

Under no circumstances may the person receiving a report retain a copy of the relevant documentation; and he/she must refrain from communicating or disclosing its information by any means whatsoever, and from taking any autonomous analysis and/or investigation actions. Failure to notify a report received is a breach of this Procedure and of the Code of Ethics. It may lead to application of the resulting sanctions by the Human Resources department in accordance with the disciplinary system provisions (see Articles 46, 47 and 48 of the CCNL TLC (national collective employment agreement for the telecommunications sector) in force for non-managerial staff and appropriate measures consistent with the regulations in force for managerial staff.

Contents of the report

In order to ensure effective, timely analysis of the report, it must contain a detailed description of the facts reported, the reference period and, where possible, an indication of the persons inside and outside the Company deemed to be involved and the role they played.

The Whistleblower may also indicate his or her contact details in order to facilitate transmitting feedback and any requests for clarification.

Except for very serious cases involving, for instance, security and integrity, including the personal integrity of the Whistleblower, anonymous reports may not be considered consistent with the proper, transparent management of interpersonal and corporate relations.

Registration and Classification of the report

All reports, irrespective of how they are received/entered, will be registered on the IT portal. This will constitute the database of essential report data and their management (tracked via workflow), also ensuring the filing of all attached documentation. Each report will be assigned a unique identification code. This enables each Whistleblower to check how it is progressing, while protecting the confidentiality of his/her identity.

If a report is not sufficiently substantiated, the Head of Audit may request further details from the Whistleblower, as set out below:

- if the Whistleblower has provided contact details (e-mail, telephone, etc.), through that contact;
- if contact details are not indicated, through the management and messaging mechanism by means of a report identification code.

In any case, within 7 days of receiving the report, the Whistleblower is notified that the request has been acknowledged.

Preliminary analysis of the report

Upon receiving the report, the Supervisory Body and the Board of Statutory Auditors, autonomously and each within its scope of responsibility, will perform, supported by the Head of Audit, preliminary assessments related to:

- the facts reported being groundless;
- report purpose and related competence**.**

When conducting the preliminary investigation and, specifically, for analysis of aspects dealt with in the reports, the Head of Audit may choose to be supported by the competent departments each time.

If it should emerge that elements are not sufficiently circumstantiated or, in any case, that the facts reported are not founded, the Supervisory Body, for its areas of responsibility, will close the report with the relevant supporting reasons, promptly informing the Board of Statutory Auditors. In any case, all control activities coming under the Board of Statutory Auditors remain unaffected.

The report being filed is notified promptly to the Whistleblower.

If, on the other hand, at the end of these preliminary assessments, the report is not manifestly unfounded and there are profiles that come under the responsibility of both the Supervisory Body and the Board of Statutory Auditors, said bodies will, in a way that enables effective coordination of the auditing activities

and by means of special joint meetings, refer the analysis activities deemed necessary or appropriate to the Head of Audit, within the respective spheres of responsibility.

Specific analyses

If a report is not manifestly unfounded, the Head of Audit will continue the investigation on behalf of the Supervisory Body and the Board of Statutory Auditors implementing their directives.

In particular, the Head of Audit will:

a) perform the necessary analysis targeted at the cases reported;
b) involving, where appropriate and always guaranteeing the confidentiality and protection of the persons involved, the corporate departments responsible based on the report subject;
c) use, if necessary, professional parties from outside the Company;
d) interview the person reported, should the Supervisory Body deem it appropriate, in relation to the results of preliminary controls, always considering provisions on the protection of the confidentiality of the Whistleblower's identity;
e) request clarification in writing from the Whistleblower, solely using the channels that guarantee confidentiality;
f) activate, where deemed necessary, specific protection of the Whistleblower through a formal communication to the HR department.

Closure of the investigation and its outcome

Once the preliminary investigation has been completed, the Head of Audit shares the results with the Supervisory Body and with the Board of Statutory Auditors, also through special joint meetings.

If the report is well-founded, the Supervisory Body and the Board of Statutory Auditors take the relevant measures and actions, within their respective areas of responsibility.

Specifically, the Supervisory Body, also as owner of the Procedure:

- circumscribes the relevant profiles pursuant to Legislative Decree 231/01 in terms of the adequacy and effective implementation of the Company's Model 231, identifying any breaches thereof;
- transmits to the management of the departments affected by the report any action plan needed to manage the evidence that emerged relating to the internal control system, in accordance with the operational standards of the Audit department, ensuring that implementation is monitored;
- submits the results of in-depth investigations of reports concerning employees for assessment by the HR department, with evidence of the behavioural shortcomings detected. The HR department

must then notify the Supervisory Body of any disciplinary sanctions inflicted on the employees involved in the report;

- submits the results of investigations to the LCA department, in order to assess any legal actions to be taken to protect the Company.

If, on the other hand, the report proves to be unfounded at the end of investigations, the Supervisory Body files the report and promptly notifies the Board of Statutory Auditors. In any case, all control activities coming under the Board of Statutory Auditors remain unaffected.

The investigation must be concluded within a reasonable time span, without prejudice to the obligation to notify the Whistleblower of its status within three months of receiving the report. Once the investigation has been completed, the Whistleblower must be notified of its outcome.

Once the preliminary investigation has been completed and without prejudice to the provisions in paragraph 5.4, with a well-founded report of particular relevance for the internal control and risk management system, the Head of Audit - in agreement with the Supervisory Body and the Board of Statutory Auditors - draws up a summary note on the results of controls conducted and any proposed measures to be forwarded to the Control and Risk Committee and the Board of Directors.

5.3 Processing personal data and storing documents

Personal data acquired as part of the receipt and management of reports are processed in compliance with Regulation (EU) 2016/679 ("GDPR"), the applicable national legislation and the procedures adopted by INWIT, and for the sole purpose of complying with the legal obligation under Legislative Decree 231/01 and Directive 1937/2019, and to implement this Policy.

Personal data that are clearly not needed to process a specific report are not collected or, if collected accidentally, are deleted without delay.

In order to ensure the management and traceability of reports and related activities, the Head of Audit prepares and updates all the information concerning the reports and ensures filing of all the related supporting documents for the time established by legislation and policies in force, starting from the date the report is received. The originals of reports received in paper form are stored in a secure environment.

5.4 Periodical information flows

The Supervisory Body provides a summary report of all the reports received during the reference period to the Board of Directors, the Control and Risk Committee and the Board of Statutory Auditors, as part of

the periodical report on the activities performed pursuant to the Company Model pursuant to Legislative Decree 231/01.

5.5. Monitoring of corrective actions

If the investigation and/or audit stages give rise to corrective actions, the management of the areas/processes being examined is responsible for preparing a corrective action plan in order to remove the critical issues detected. The Supervisory Body and the Board of Statutory Auditors monitor its implementation, to the extent of their responsibility, through the Head of Audit.

6. PROTECTION OF THE WHISTLEBLOWER AND THE PERSONS INVOLVED IN THE REPORT

Pursuant to current legislation, the Company takes all appropriate measures to ensure the confidentiality of the Whistleblower's identity, of any Persons involved in the report, and of the facts reported.

The identity of the Whistleblower, including any other information from which the same may be deduced directly or indirectly, may not be disclosed, except in cases permitted by law. During investigations, the confidentiality of the Persons Involved in the report is also protected.

The Whistleblower benefits from protection on condition that:

a) he/she had reasonable grounds to believe that the information reported was true at the time of the report and that the information was covered by the Policy and applicable law;
b) he/she reported using the channels established for that purpose.

The report management system guarantees, at each stage, the confidentiality of report content, of the Persons involved and of the identity of the Whistleblower, also by using encrypted communications, except in cases where:

- the report is not founded and made with malice or gross negligence, solely to harm the person reported and/or third parties in general;
- anonymity is not enforceable by law (e.g. criminal investigations, inspections by supervisory bodies, etc.);
- the report reveals facts that, although outside the company sphere, make it necessary to report them to the judicial authorities.

In any case, the identity of the Whistleblower must not be disclosed to anyone who is not part of authorised personnel responsible for receiving or following up on reports. The Whistleblower's identity may only be

disclosed if it is a necessary, proportionate obligation imposed by law. In those cases, the Whistleblower is notified in advance, unless this would prejudice the judicial activity.

Breach of the confidentiality obligation is a source of disciplinary liability in addition to any sanctions provided for by law.

More specifically, if in connection with the report transmission method or its content, the Whistleblower in good faith may be identified and is an employee of the Company, all suitable measures must be taken to prevent his/her action from resulting in any direct or indirect retaliation or discrimination, for reasons directly or indirectly tied to the report.

Retaliatory or discriminatory acts, whether direct or indirect, against those reporting under the Policy, for reasons directly or indirectly linked to the report, are prohibited.

The aforementioned acts shall be null and void if the reports are made by employees and concern unlawful conduct that is relevant under the applicable legislation and this Policy, and their occurrence, in the cases provided for by law, may be reported to the National Labour Inspectorate.

If an employee considers that he/she has been subjected to any of the aforementioned conduct because he/she sent a report, he/she may notify the Head of Audit without delay, through the channels referred to in this procedure. The latter will liaise with the Head of HR for the appropriate assessments and the possible start of disciplinary proceedings against the author of the discriminatory or retaliatory conduct.

For the consequences of any retaliatory and/or discriminatory acts, whether direct or indirect, committed against the Whistleblower-employee for reasons connected, even indirectly, to the report, and to regulate the sanctions that may be adopted against those who breach the Whistleblower protection measures or those who make reports that turn out to be unfounded, with malicious intent or gross negligence, please refer to the Organisational Model 231 and the applicable disciplinary system.

The persons involved in the report, including the reported person, are protected in accordance with the law.

7. GLOSSARY

ITEM	DESCRIPTION
Company Representatives	Managers and employees, including atypical collaborators, of INWIT as well as members of the management and control bodies and of other bodies where not included in those already mentioned.
HR	The company's Human Resources department
INWIT or Company	Infrastrutture Wireless Italiane S.p.A.
LCA	The company's Legal & Corporate Affairs department
Model 231 or Organisational Model 231	The Organisation and Management Model pursuant to legislative decree 231/01 adopted by the Company
SB	The Supervisory Body of the Company appointed pursuant to Legislative Decree 231/01
Person(s) Involved	The natural or legal person named in the report as the person to whom the breach is attributed or with whom that person is associated
Policy	The whistleblowing policy
Whistleblower	An individual who reports information about potential breaches that he/she has become aware of or has acquired in the organisation where he/she works or has worked or in another organisation with which he/she is or has been in contact