Ghella | Global

Whistleblowing Policy

Ghella is committed to preventing and promptly addressing any incident that may undermine its values or corporate vision. To this end, we have introduced a dedicated whistleblowing web portal designed to encourage and support reporting of any inappropriate or unlawful conduct, and any conduct that may breach our "Compliance Program." . The portal ensures that every report - whether submitted by members of staff or collaborators, employees or self-employed workers, freelancers, consultants, volunteers, paid or unpaid interns, shareholders, individuals with management, supervisory or representative functions, as well as business partners, suppliers, and subcontractors - is handled fairly, impartially, promptly, and confidentially.

Our Compliance Program consists of the Code of Ethics; the Anti-Bribery and Anti-Corruption Management System adopted in accordance with ISO 37001; the Anti-Bribery and Anti-Corruption Guidelines; the Human Rights Guidelines; the SA8000 Social Responsibility Management System; the Organisational, Management and Control Model pursuant to Legislative Decree 231/01 (MOG 231); Legislative Decree 24/2023 (implementing EU Directive 2019/1937 on whistleblowing); and any additional compliance policies adopted by the Group's foreign subsidiaries in accordance with local regulations.

What to report:

Reports must concern suspected breaches of the Compliance Program, internal company procedures, or unlawful conduct under applicable legislation.

Reportable matters include acts, failures to act, or conduct that harm public interests or the integrity of a private entity. For a detailed list of the types of violations covered by Legislative Decree No. 24/2023, please refer to Annex 2 of this Policy. In addition, it is possible to report:

- information relating to attempts to conceal the above-mentioned violations;
- unlawful activities not yet carried out, but which the whistleblower believes may occur on the basis of precise, concrete, and consistent elements;
- well-founded suspicions regarding violations already committed, or that could be committed.

This Policy does not apply to commercial complaints or to reports concerning facts or circumstances already subject to ongoing judicial or administrative proceedings being monitored by Ghella's Legal Department.

If a report falls outside the scope of this Policy, the recipient will direct the whistleblower to the most appropriate company procedure or reporting channel, where available.

How to make a report:

Reports of alleged violations must be detailed and submitted in writing through the guided procedure available on the web portal at the following link:

- Ghella.com/whistleblowing

The platform also allows whistleblowers to record voice messages with voice distortion to protect their identity.

The company also provides, only for reports from Italy, a postal option for written reports, which may be sent to the registered office of Ghella S.p.A. – Via Pietro Borsieri 2A, 00195 Rome (Italy) – following the instructions set out in the Whistleblowing – Reporting Management procedure.

Depending on the Ghella entity concerned, reports shall be managed by:

- the Supervisory Body if the report concerns the parent company Ghella S.p.A. or the Italian subsidiaries adopting Ghella's whistleblowing procedure;
- the Head of Risk & Compliance of Ghella S.p.A. if the report concerns one of the foreign subsidiaries.

The whistleblower may request an in-person meeting, which will be arranged within one month.

When possible, direct dialogue is encouraged with the person concerned, the whistleblower's line manager or, abroad, the relevant Compliance Manager (see Annex 1). Annex 1 to this Policy lists the available reporting channels and the Area Compliance Managers.

Legislative Decree 24/2023 introduced the possibility of using an external reporting channel, managed by ANAC, in the following circumstances:

- the internal reporting channel is not active or does not comply with the requirements of the Decree;
- the whistleblower has already made an internal report which was not followed up;
- the whistleblower has reasonable grounds to believe that an internal report would not be handled effectively, or that making such a report could expose them to retaliation;
- the whistleblower has reasonable grounds to believe that the violation may pose an imminent or obvious threat to the public interest.

Report management and review

The Supervisory Body (OdV) or Head of Risk & Compliance are formally responsible for receiving and managing reports and for ensuring appropriate follow-up.

If a report concerns potential corruption-related matters, the OdV must inform the Head of the Anti-Bribery Function (ABF), which must be involved in the management of the report.

These parties must issue an acknowledgement of receipt to the whistleblower within seven days of receiving the report.

Each report will be carefully reviewed and thoroughly analysed by the OdV or the Head of Risk & Compliance, with the support of the General Counsel and the local Compliance Managers, while fully respecting its confidential nature. During the review, information will be gathered from the relevant departments and/or from other individuals involved in order to accurately reconstruct the facts.

The Supervisory Body (OdV) or the Head of Risk & Compliance will maintain communication with the whistleblower and, where the report does not contain sufficient information, may request further details and/or supporting documentation. To ensure transparency and traceability, written communication is recommended throughout all stages of the process. The OdV or the Head of Risk & Compliance must ensure that all reports are addressed promptly and thoroughly through suitable review and investigation processes. A formal response must be provided to the whistleblower within three months of the date of acknowledgement of receipt[1]. However, in some cases it may not be possible to share detailed information regarding the actions taken, in order to comply with legal obligations such as privacy requirements, personal data protection, the safeguarding of commercially sensitive information, or confidentiality agreements. All reports must be recorded, as well as the related documentation, including any material produced or collected during the review, in compliance with confidentiality,

[1] If no acknowledgement is provided, the three-month period shall be calculated from expiry of the seven-day deadline following submission of the report.

integrity, traceability and data protection requirements, as well as with storage periods envisaged by applicable law. It may also be possible to make a public disclosure or submit a report to the judicial or accounting authorities. In these situations, it is prudent to seek proper legal advice prior to proceeding.

All designated recipients of reports are required to handle personal data (including special categories of personal data) relating to whistleblowers, involved parties, and any third parties in accordance with Regulation (EU) 2016/679 (GDPR), Legislative Decree 24/2023, and applicable data protection laws. Data will be processed exclusively for managing the report and verifying the alleged misconduct. Principles of lawfulness, fairness, transparency, and data minimisation will be applied, ensuring that only information strictly necessary for the stated purposes is collected. Personal data will be retained only for the period strictly required to manage the report and any related investigation, with appropriate security measures in place to safeguard the confidentiality of the whistleblower and all other involved parties.

Protection of the whistleblower and disciplinary measures

Reports and all information contained within them, including the identity of the whistleblower (if known), will be treated confidentially. The whistleblower's identity will not be disclosed without their prior written consent, unless required by law.

Reports may also be submitted anonymously, without providing personal details. However, in such cases, managing the report may be more challenging if further information from the whistleblower is necessary to conclude the investigation effectively.

Ghella is committed to fully protecting whistleblowers from retaliation or any form of discrimination in the workplace. Any whistleblower who makes an internal report in good faith will not be subject to disciplinary action or other adverse consequence, even if the information provided cannot be substantiated or become irrelevant or insufficient to resolve the matter. Should additional relevant information arise following a report, the whistleblower is encouraged to share it promptly, regardless of whether it supports or contradicts the original report.

Ghella extends protection against retaliation to colleagues, family members of the whistleblower, and facilitators - meaning those who support the reporting process- operating within the same professional context, and guarantees confidentiality with regard to their involvement. Retaliation may include, for example:

- dismissal, suspension, or equivalent measures;
- demotion or failure to grant promotion;
- changes to duties, relocation, reduction in salary, or changes to working hours;
- suspension of training or any restriction on access to training opportunities;
- negative performance evaluations or negative references;
- disciplinary measures or other sanctions, including financial penalties;
- coercion, intimidation, harassment, or ostracism;
- discrimination or any other unfavourable treatment;
- failure to convert a fixed-term contract into a permanent one where the worker had a legitimate expectation of such conversion;
- failure to renew or early termination of a fixed-term contract;
- damage, including harm to reputation (especially via social media), or economic/financial loss, including loss of income or opportunities;
- placement on inappropriate lists, based on formal or informal sectoral or industry agreements, possibly hindering future employment in that sector;
- early termination or cancellation of a contract for goods or services;
- revocation of a licence or permit;
- requests for psychiatric or medical examinations.

Ghella will take appropriate disciplinary action in cases where reports are made in bad faith and/or where threats or retaliation are directed at individuals who submit reports.

Disciplinary measures will be proportionate to the nature and seriousness of the misconduct identified and may include, in the most serious cases, termination of employment.

This Policy applies to all Ghella's operations worldwide; we therefore expect all our partners, suppliers, and subcontractors to fully comply with and support the principles set out herein.

The Policy is communicated to every new Ghella employee as part of the onboarding process and is available on the company intranet and our institutional website.

The Whistleblowing Policy is reviewed annually during the Management System Review to ensure that it remains continuously aligned with Ghella's mission and vision.

Annex 1: Channels available for submitting a report

Annex 2: List of reports under Legislative Decree 24/2023

Enrico Ghella

President and Chief Executive Officer, July 2026

Annex 1

The following channels are available for submitting a formal report:

Country	Designated Contact	Web Portal	Postal address
Italy	Supervisory Body (OdV) Ghella S.p.A.	Ghella.com/whistleblowing	Ghella S.p.A. via Pietro Borsieri 2/A, 00195 – Rome, Italy
Overseas	Head of Risk & Compliance Ghella S.p.A.	Ghella.com/whistleblowing	Ghella S.p.A. via Pietro Borsieri 2/A, 00195 – Rome, Italy

The table below lists the Regional Compliance Managers, organised by country, together with their contact details. They may be contacted for minor matters, for support, or for clarification.

Country	Regional Compliance Manager	E-mail address	Postal address
Europe, Middle East and Africa (EMEA)	Compliance Manager EMEA	complianceemea@ghella.com	Ghella S.p.A. via Pietro Borsieri 2/A, 00195 – Rome Italy
Asia and Pacific (APAC)	Compliance Manager APAC	complianceapac@ghella.com	Level 12, 2 Elizabeth Plaza North Sydney NSW 2060 - Australia
Latin America (LATAM)	Compliance Manager LATAM	compliancelatam@ghella.com	Manuela Saenz 323 8° Piso Of. 801 CP 1107 Buenos Aires Argentina
North America	Compliance Manager Ghella North America	compliancenorthamerica@ghella.com	6205 Blue Lagoon Drive, Suite 290 33126 - Miami, Florida U.S.A.
Scandinavia	Compliance Manager Scandinavia	compliancescandinavia@ghella. com	Ghella S.p.A - Hausmannsgate 6 0186 Oslo, Norway

Annex 2

List of Reportable Matters under Legislative Decree 24/2023

Pursuant to Legislative Decree 24/2023, reportable matters include conduct, acts or omissions that harm the public interest or the integrity of a public administration or private entity, and which consist of:

- administrative, accounting, civil or criminal offences;
- unlawful conduct relevant under Legislative Decree No. 231 of 8 June 2001 (so-called "predicate offences"), or violations of the organisation and management models established therein;
- offences falling within the scope of EU or national legislation (as identified in the Annex to Legislative Decree 24/2023), or of national measures implementing EU acts (as listed in the Annex to Directive (EU) 2019/1937), even if not included in the Annex to Legislative Decree 24/2023, relating to the following sectors:
    - public procurement;
    - financial services, products and markets, and the 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 the security of networks and information systems;
- acts or omissions detrimental to the financial interests of the European Union (Article 325 TFEU), as specified in the relevant EU secondary legislation;
- acts or omissions concerning the internal market (Article 26(2) TFEU), including breaches of EU competition and state aid regulations, as well as violations in relation to the internal market linked to acts breaching corporate income tax legislation or mechanisms designed to obtain a tax advantage that undermine the purpose or objective of applicable corporate income tax legislation;
- any act or conduct that undermines the object or purpose of relevant EU provisions.