
CORPORATE AND LEGAL AFFAIRS

WHISTLEBLOWING MANAGEMENT PROCEDURE

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APPROVAL

This procedure was approved by the Ethics Committee on 15 July 2023 and by the Board of Directors of Esselunga on 19 July 2023.

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1 PURPOSE AND SCOPE

The purpose of this procedure is to regulate the management of whistleblowing reports in relation to:

- infringements of company procedures, internal manuals or codes of conduct and the Organizational, Management and Control Model adopted in compliance with Italian Legislative Decree No. 231/2001, or of any other laws, rules and regulations in force, as also any wrongdoing or nonfeasance related to infringements of EU regulations, liable to be damaging or prejudicial to the public interest or to the integrity of the entity concerned, as defined by Legislative Decree No. 24/2023;
- conduct or practices which violate the principles and/or standards of behaviour set out in the Code of Ethics and Conduct and the Code of Conduct for Suppliers adopted by the Esselunga Group.

This procedure is not applicable to infringements or misconduct not listed above (such as, for example, complaints of a commercial nature).

In addition, the procedure regulates the protections guaranteed to reporting persons, as also to reported persons and to third parties¹ who might be subject to retaliation as a result of their relationship with a reporting person, in accordance with the provisions of Legislative Decree No. 24/2023.

The above protections apply only to whistleblowing disclosures relating – as defined in greater detail in Art. 2 of Legislative Decree No. 24/2023 – to infringements damaging or prejudicial to the public interest or to the integrity of the private entity concerned.

2 FIELD OF APPLICATION

This procedure applies to Esselunga S.p.A. (hereinafter ‘Esselunga’, or the ‘Company’) and to its subsidiary companies which use services provided by the Company on the basis of internal agreements within the ‘Esselunga Group’ or ‘Group’.

3 REFERENCES

The Code of Ethics and Conduct

¹ Examples of third parties could include facilitators having assisted the reporting person in compiling a report, or persons working or having previously worked in the same workplace as the reporting person (e.g. colleagues), but this list is by no means exhaustive.

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The Organizational, Management and Control Model adopted by Group companies pursuant to Italian Legislative Decree No. 231/2001

The Code of Conduct for Suppliers

Regulation (EU) 2016/679 on the protection of personal data ('General Data Protection Regulation', or 'GDPR')

The Italian 'Privacy Code' (hereinafter also the 'Code'): Legislative Decree No. 196/2003 as amended and updated by Legislative Decree No. 101/2018 containing '*Measures aligning national legislation with the provisions of Regulation (EU) 2016/679*'

Legislative Decree of 10 March 2023, No. 24, implementing Directive (EU) 2019/1937 of the European Parliament and the Council of 23 October 2019

4 DEFINITIONS AND ABBREVIATIONS

Ethics Committee: a collegiate body of the Group made up of the Internal Audit Manager, the Director of Legal and Corporate Affairs and the Director of Human Resources and Organisation

OdV: *Organismo di Vigilanza* / Supervisory Body (SB)

Whistleblowing Manager: the person tasked with receiving, handling and verifying reports, including in liaison with other internal stakeholders. The Esselunga Group has appointed as its Whistleblowing Manager the Internal Audit Manager of Esselunga S.p.A.

Reporting Person (or *Whistleblower*): the person reporting irregular or illegal conduct in the workplace of which he or she has become aware

Reported Person: the person identified as being responsible for the irregular or illegal conduct described in the report

Whistleblowing: a practice allowing any person to report actual or potential wrongdoing or misconduct of which he or she has become aware in the course of their work

5 RESPONSIBILITY

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6 HOW THE REPORTING PROCESS WORKS

The whistleblowing reporting process goes through the following stages:

- receipt of disclosure;
- preliminary assessment;
- investigation, where applicable;
- outcome of report.

Within 7 days of receipt of disclosure the Reporting Person should be notified officially that the report has been received, and within 3 months the Company should report on progress to date.

The possible reporting channels made available by Esselunga Group companies for receipt of whistleblowing disclosures comprise:

- a dedicated whistleblowing platform;
- a meeting at the request of the Reporting Person;
- forwarding a report by regular mail, to the attention of the Internal Audit office.²

Raising concerns that are knowingly untrue and reported in bad faith is vexatious conduct that is not only reprehensible in itself, but also detrimental to the whistleblowing system as a whole, because it reduces its effectiveness and credibility.

The Esselunga Group is committed to safeguarding the interests of persons who may have suffered harm or distress, and to acting in defence of the Group.

6.1 HOW WHISTLEBLOWERS CAN MAKE DISCLOSURES

All reports must be made on the dedicated IT platform ‘*Comunica Whistleblowing*’, accessible via the official website www.esselunga.it under Governance - Whistleblowing.

To make a report, the Reporting Person must log on to the ‘*Comunica Whistleblowing*’ platform, after viewing the information given on processing of personal data, published in compliance with Art. 13 – 14 of Regulation (EU) 2016/679.

Whistleblowers must also indicate whether the report is being made in connection with Legislative Decree No. 231/2001, with wrongdoing or nonfeasance related to infringements of EU regulations as defined by Legislative Decree No. 24/2023, or

² Esselunga SpA - Ufficio Internal Audit - via Giambologna, 1 - 20096 Pioltello MI (Italy)

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alternatively with breaches of the Code of Ethics and Conduct or the Code of Conduct for Suppliers, as per section 1 – Purpose and scope, above.

Whistleblowers must provide as much information as possible, in order to enable the oversight team to make all necessary and appropriate enquiries and to verify the accuracy of the facts reported.

Ideally the report should include the name or other details allowing identification of the Reported Person, i.e. the alleged wrongdoer having committed the actions reported, and also indicate any other persons able to act as witnesses to the facts of the case. The report must describe clearly and in full the circumstances involved, including any failure to take action or comply with required procedures.

Reports made on the ‘*Comunica Whistleblowing*’ platform are received by the Whistleblowing Manager.

After completion of the report the Reporting Person will at any time, using the ‘*Comunica Whistleblowing*’ platform, be able to:

- add further details or information to the report;
- communicate with the Whistleblowing Manager.

6.2 DISCLOSURES REPORTED BY PERSONS OTHER THAN THE WHISTLEBLOWER

In cases where a disclosure is made verbally to a person other than the Whistleblowing Manager, the recipient should draw up a written record stating the facts disclosed, which should then be shown to the Reporting Person to be checked and if necessary corrected. This written record should be signed by the Reporting Person to confirm its contents. Within 7 days of the disclosure being made, the recipient should submit the signed written record to the Whistleblowing Manager, at the same time notifying the Reporting Person that the report has been submitted, to be handled by the ‘*Comunica Whistleblowing*’ system in compliance with the principle of confidentiality of the Reporting Person’s identity.

In cases where a disclosure is made in writing to a person other than the Whistleblowing Manager, the recipient should forward it to the Whistleblowing Manager, who will be tasked with entering it in the system.

The same procedure should be followed for any disclosures in writing forwarded by regular mail to the attention of the Internal Audit office.

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Disclosures may also be received verbally in person during a meeting with the Whistleblowing Manager, which can be scheduled on request by the Reporting Person by e-mail to *segnalazioni@esselunga.it*.

The Whistleblowing Manager is required to draw up a written report of the disclosure, which will be handled in line with the procedure described above.

6.3 ASSESSMENT OF WHISTLEBLOWING REPORTS

6.3.1 Assessment of reports by the Whistleblowing Manager

All Whistleblowing reports entered in the system will be assessed by the Whistleblowing Manager.

Assessment takes place in two phases:

- preliminary assessment;
- investigation.

During preliminary assessment of reports the Whistleblowing Manager may decide that certain specific aspects or issues contained therein require the support of Company departments and resources with specific competences or, in certain cases, consultation with supervisory bodies and professional experts outside the Esselunga Group, in compliance with the principle of data confidentiality. This is also the phase in which the facts and circumstances of the case are assessed with a view to deciding whether the report is valid and admissible.

On the basis of this assessment some reports may be closed before the investigation phase, in cases where the disclosure:

- is too vague, impossible to verify and does not possess the prerequisite elements for further investigation, and the Whistleblowing Manager is unable to contact the Reporting Person to obtain further details about the episode reported;
- concerns issues to which this document is not applicable (e.g. complaints from clients about business or commercial topics). In these cases, once the report has been closed it will be passed on to the Company department with responsibility for the issue raised;
- concerns matters already under investigation by the Public Authorities, requiring internal bodies to abstain from further investigation;
- refers to episodes already disclosed in other reports, if no additional facts or details are revealed.

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If the facts and circumstances disclosed warrant further investigation, the Whistleblowing Manager will forward the report to the Supervisory Body/Ethics Committee. These bodies will then make their own assessment in line with their particular responsibilities, prior to a decision on whether to proceed with the investigation phase.

The investigation phase introduces a second stage of assessment in which the disclosure is examined in greater depth, with a view to ascertaining objectively whether the contents of the report are founded in fact.

In this phase the Supervisory Body and Ethics Committee carry out enquiries, depending on the circumstances of the disclosure, through the Whistleblowing Manager, with support from the heads of department with responsibility for the issues raised.

On completion of the investigation phase the report is closed and the Reporting Person is notified of the outcome.

6.3.2 Reports regarding persons in positions of conflict of interest

In cases where the Reported Person is also the Whistleblowing Manager, or where the Whistleblowing Manager has a potential interest in the outcome of the report, such as to compromise his or her impartiality and independence of judgement, the report should be transferred directly to the Supervisory Body/Ethics Committee in accordance with their particular responsibilities, and these bodies will make an independent assessment of its relevance before deciding whether to proceed with the investigation phase.

Should the report be assessed as justified, it must be notified to the Chair of the Board of Directors of Esselunga, who, after making the necessary enquiries and establishing the facts in detail, will report on the case to the Board of Directors of Esselunga.

In cases where the Reported Person is also a serving member of the Supervisory Body/Ethics Committee, or where a member of the Supervisory Body/Ethics Committee is potentially in a position of conflict of interest in relation to the content and outcome of the report, the report will be assessed and managed by the remaining members of the Supervisory Body/Ethics Committee.

Any reports concerning one or more members of the Board of Directors of a company belonging to the Esselunga Group will be notified to the Chair of the Board of Directors of Esselunga, who will personally assess and manage such reports.

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6.4 OUTCOME AND CLOSURE OF REPORTS

When a report is ascertained as justified following initial enquiries, the following steps will be taken in accordance with the nature of the infringement or misconduct:

- involve stakeholders to define any actions to be taken, penalties to be imposed³ or any further measures;
- evaluate possible further actions to be taken by stakeholders to improve practices, in cases where the report has highlighted failures or shortcomings of the Internal Audit and Risk Management System;
- evaluate whether the circumstances of the case should be officially reported to the relevant judicial authority.

In cases where, on completion of assessment, the facts or circumstances disclosed by the Reporting Person have emerged as baseless or insufficiently described in detail, the report will be closed by the Supervisory Body/Ethics Committee, which will provide an explanation of the outcome.

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The Reporting Person will be informed of the outcome within the time limit set by Legislative Decree No. 24/2023.

6.5 STORAGE OF RELEVANT DOCUMENTATION

All documents relating to reports are confidential.

Reports and related documents are used only for the time required to follow up and process the report itself and under no circumstances for a period longer than the maximum allowed under current legislation.

Documents are available for consultation by the Whistleblowing Manager/Supervisory Body/Ethics Committee when directly involved in assessment of the relevance and scope of the report and in compliance with confidentiality requirements, except in cases where the latter or members of the latter are Reported Persons.

Storage of documentation is the responsibility of the Whistleblowing Manager/Supervisory Body/Ethics Committee in compliance with current Company rules and procedure, using the ‘*Comunica Whistleblowing*’ platform and other systems made

³ Disciplinary measures will be taken in compliance with the terms and provisions of the Disciplinary System introduced by the Group company concerned pursuant to Legislative Decree No. 231/2001, of the disciplinary code applied by the Group company concerned, of legislation currently in force and of the national collective employment contract applicable to the Group company concerned.

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available by the Company and equipped with adequate security safeguards to guarantee data protection and confidentiality.

6.6 REPORTING OF ASSESSMENT OF WHISTLEBLOWING DISCLOSURES

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7 DATA PROTECTION AND GUARANTEE OF CONFIDENTIALITY

The Esselunga Group guarantees the confidentiality of the identity of Reporting Persons, Reported Persons, persons other than the Reporting Person (i.e. facilitators and persons mentioned in the report itself), as also of the content of the disclosure.

Reports are handled anonymously, with the communication processes used for managing the report and the technical and organizational security measures applied being sufficient to enable compliance with the principle of confidentiality, including by the use of encryption methods where possible. Furthermore, reports are managed in compliance with the fundamental principles of protection of personal data (e.g. purpose limitations and data minimisation).

The identity of the Reporting Person, where this is specified in the report itself or may be deduced from its contents, may be made known only to the Whistleblowing Manager/Supervisory Body/Ethics Committee, and may not be revealed to third parties without the Reporting Person's consent unless strictly necessary to pursue further lines of enquiry.

Any reports concerning infringements of Legislative Decree No. 231/2001 or any wrongdoing or nonfeasance related to infringements of EU regulations will be covered by the provisions of Legislative Decree of 10 March 2023, No. 24, in respect of the prohibition of retaliation.⁴

Likewise, Reported Persons are protected against disclosures made falsely or maliciously, with the express purpose of causing reputational damage, by the possibility of disciplinary action against Whistleblowers who have acted in bad faith, where such persons are employees of the Group.

It should be noted that, in order to protect the confidentiality of whistleblowers, the rights established by Art. 15-22 of the GDPR (e.g. the right to erasure) cannot be

⁴ Retaliation can include any actions, attempted actions, intimidating behavior or threats against the Reporting Person as a result of his or her disclosure, that cause or are capable of causing unjustified harm or distress to the Reporting Person. Examples of actions or behaviour that can be construed as retaliation include: dismissal, negative performance assessment, discrimination.

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exercised. Under such circumstances the rights in question may be exercised by the Italian Data Protection Authority (*Garante per la protezione dei dati personali – GPD*).

Lastly, in cases where breaches of the duty of confidentiality or retaliation against whistleblowers have occurred, disciplinary action will be taken against the perpetrators of any such misconduct in accordance with Art. 6.2(e) of the Company’s Disciplinary System and with Legislative Decree No. 231/2001.

The statutory penalties applicable by the Italian Data Protection Authority in accordance with its remit under current personal data protection legislation are reserved.

8 EXTERNAL REPORTING CHANNEL

The Italian National Anti-corruption Authority (*Autorità Nazionale Anticorruzione - ANAC*) has set up an external reporting channel to be used by whistleblowers in the circumstances described in Art. 6 of Legislative Decree No. 24/2023, to which reference should be made for further details.

Furthermore, Reporting Persons who believe that they have been subject to retaliation for whistleblowing may report their case to ANAC in accordance with Art. 19 of Legislative Decree No. 24/2023, thus enabling the Authority to formally investigate the allegations and if necessary impose a penalty on the person or persons having committed acts of retaliation.

9 ANNEXES

There are no annexes to this document.

10 RECORD OF AMENDMENTS AND REVISIONS

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