

 DE AGOSTINI	PROCEDURE WHISTLEBLOWING		
		Rev. 00	30/11/ 2023

WHISTLEBLOWING PROCEDURE

REVISION HISTORY	DATA	APPROVAL/VALIDATION	CHANGES MADE
Rev.00	30/11/2023	BOARD OF DIRECTORS	First issue in accordance with relevant regulatory requirements

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PURPOSE

The purpose of this procedure (hereinafter, the "**Procedure**") is to provide Whistleblowers (as defined below) with confidential channels suitable for ensuring the sending, analysis and processing of Reports (as defined below) relevant to De Agostini S.p.A. (hereinafter the "Company"), as well as to define the forms of protection, including confidentiality, which are guaranteed by the Company.

It, therefore, defines the process for management of Reports and the related organizational and application aspects; in particular: the persons who can activate the Internal Reporting System (as defined below), the cases subject to Reporting, the channels for Reporting, the activities for management of Reports, the protection for the Whistleblower and the Person Reported and the reporting system in general.

This Procedure only concerns Reports in the areas expressly indicated below and does not concern, by way of example:

- communications of relevant facts received from the Board of Statutory Auditors;
- disputes, claims or requests concerning interpersonal matters. Complaints of a personal nature by the Whistleblower or claims/requests that fall within the rules governing the employment relationship, even in the pre-litigation phase, or interpersonal relationships/conflicts with other members of staff or with a line manager, as well as discrimination between colleagues, must continue to be referred to the Human Resources and Organization Department that will deal with said issues;
- mere rumours, allusions, "hearsay" and any other statement manifestly unfounded or not supported by documentary evidence;
- breaches of national security and of procurement related to defence or national security.

REFERENCES

Regulation (EU) of the European Parliament and of the Council of 27 April 2016 no. 679 (hereinafter, the "**GDPR**").

Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report violations of European Union law.

Legislative Decree no. 231 of 8 June 2001 as amended and supplemented. – "Rules on the administrative liability of legal persons, companies and associations even without legal personality, pursuant to Article 11 of Law no. 300 of 29 September 2001", (hereinafter, "**Legislative Decree 231/2001**").

Legislative Decree no. 231 of 30 June 2003, no. 196 as amended and supplemented – "Code on the protection of personal data".

Legislative Decree no. 231 of 10 March 2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report violations

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of European Union law and laying down provisions for the protection of persons who report violations of national regulatory provisions (hereinafter, "**Legislative Decree 24/2023**").

Resolution of the Italian National Anti-Corruption Authority (ANAC) no. 311 of 12 July 2023 "*Guidelines on the protection of persons reporting violations of European Union law and protection of persons reporting violations of national regulatory provisions. Procedures for the presentation and management of external reports*".

Organization, Control and Management Model pursuant to Legislative Decree 231/2001 (hereinafter, the "**Model 231/2001**") and its annexes adopted by the Company together with the company procedures that serve as a corollary to said Model.

ACRONYMS

AD	Chief Executive Officer	DPO	Human Resources and Organization Department
CDA	Board of Directors	CS	Board of Statutory Auditors
SB	Supervisory Body pursuant to Legislative Decree 231/2001		

DEFINITIONS

Terms and expressions defined in the singular are also as defined in the plural and vice versa.

ANAC	Italian National Anti-Corruption Authority.
CONTRACTORS	The Company's associates with a contractual relationship other than a direct employment relationship, such as self-employed workers, freelancers, contractors and advisors who perform their work at the Company.
EMPLOYEES	The Company's staff with an employment relationship, including managers, operatives with a part-time, casual, fixed-term, apprenticeship, ancillary work contract, as well as workers who provide occasional services and staff seconded by employment agencies, interns and volunteers.
FACILITATOR	A natural person who assists a Whistleblower in the whistleblowing process, operating within the same working context and whose assistance must be kept confidential.
CORPORATE BODIES	For the purposes of this Procedure, the term refers to: (i) the Board of Directors; (ii) the Board of Statutory Auditors; (iii) the Supervisory Body pursuant to Legislative Decree 231/2001.
STAFF	Jointly, the Employees and the Contractors
REPORT MANAGER	Person responsible for the Internal Reporting System, as well as for the receipt, investigation and assessment of Reports; for the purposes of this Procedure, the Company's Legal Affairs Manager (the "Manager").
ALTERNATE REPORT MANAGER	For the purposes of this Procedure, the Chair of the Board of Directors of the Company.
REPORTING OR WHISTLEBLOWING	For the purposes of this Procedure "231 Reports" and "Reporting -Other Relevant Standards".

<p>231 REPORT</p>	<p>For the purposes of this Procedure, the written or oral communication of information about conduct, acts or omissions that harm the public interest or the integrity of the public administration or the Company and that consist of conduct that is illegal pursuant to Legislative Decree 231/2001 or violations of the Model 231/2001.</p>
<p>REPORTING - OTHER RELEVANT STANDARDS</p>	<p>For the purposes of this Procedure, the written or oral communication of information about conduct, acts or omissions that harm the public interest or the integrity of the public administration or the Company referred to in Article 2, paragraph 1, lett.a), numbers 3, 4, 5 and 6 of Legislative Decree 24/2023, different from those referred to in the 231 Reports. The following are, therefore, relevant:</p> <p>“</p> <p>Therefore, the subject of the Report may be communications concerning the following:</p> <ul style="list-style-type: none"> • offences committed in the context of the management of public contracts; • violation of the rules governing financial services, products and markets as well as the rules for the prevention of money laundering and terrorist financing; • violation of environmental protection regulations; • violation of the rules for the protection of public health; • violation of the rules intended to protect privacy and the protection of personal data as well as the security of networks and information systems; • violation of the rules for the protection of consumers; • violation of the rules on product safety and compliance and transport safety as well as food and animal feed safety and animal welfare; • violation of radiation protection and nuclear safety regulations; • violation of competition rules; • violation of State aid rules; • violation of the rules on the internal market related to acts that violate the rules on corporate tax or mechanisms whose purpose is to obtain a tax advantage that defeats the object or purpose of the applicable legislation on corporate tax.
<p>INTERNAL REPORTING</p>	<p>A Report submitted through the internal reporting channel referred to in paragraph 2.2.</p>
<p>REPORTING IN BAD FAITH</p>	<p>The Report is considered made in bad faith if:</p> <ol style="list-style-type: none"> a) the Whistleblower, at the time of the Report, had NO reasonable cause to believe that the information about the violations: <ul style="list-style-type: none"> • was true; • was included in the Cases subject to Reporting (see paragraph 2.1); b) the Report was not made in accordance with this procedure.
<p>WHISTLEBLOWER</p>	<p>Natural person making a Report, pursuant to this Procedure.</p>
<p>PERSON REPORTED</p>	<p>A natural or legal person identified in the Internal Report as a person to whom the Whistleblower attributes the carrying out of the acts described in</p>

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INTERNAL REPORTING SYSTEM OR SIS (IN THE ITALIAN ACRONYM)	<p>the Report or in any case who is implicated in the violation reported or publicly disclosed.</p> <p>A single system, with online access, used for the management and storage of data relating to the Reports received. It allows Whistleblowers to send Reports with the guarantee of protection of confidentiality, without fear of any retaliatory, discriminatory or otherwise unfair conduct resulting from the Report.</p>
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1. THE PARTIES INVOLVED

1.1 The report manager

The Board of Directors has identified the manager of the report (the "Manager") as the Legal Affairs Manager of the Company.

The report manager is tasked with the following:

- ensuring the proper functioning of the Whistleblowing management process;
- deciding, with the involvement of the Corporate Bodies where required by this Procedure, on the outcome reserved for the Reports received;
- informing, where appropriate, the Whistleblower and, if deemed necessary, the person reported, regarding progress on the procedure;
- reporting directly and without delay to the Board of Statutory Auditors and the Supervisory Body, the facts forming the subject-matter of the Report, where relevant, according to the methods and time-scales provided for in this Procedure;
- preparing an annual report on the proper functioning of the Internal Reporting System, containing consolidated information on the results of the activity carried out following the Reports received;
- submitting this report for approval, at least annually, to the Board of Directors and also sending it to the Supervisory Body. After approval, ensuring the forwarding of the report (i) to the Human Resources and Organization Department, for its making available to the Company Staff who request it and (ii) to the Supervisory Body for the purposes of its own independent assessments pursuant to Legislative Decree 231/2001;

In managing the operational activities associated with whistleblowing, the Manager may avail him/herself of the cooperation of specially trained internal resources, duly authorized in writing, in compliance with the confidentiality criteria that will be recalled below.

In the event that the Report concerns the Manager, or in the event that the latter has a potential conflict of interest related to the Report such as to compromise his/her impartiality and independence of judgment, the management of the report becomes the responsibility of the Alternative Report Manager (the "Alternative Manager"), who

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may then identify any persons capable of assisting him/her in the examination of the Report according to the methods defined in the following paragraphs.

In this Procedure, everything that refers to the Manager applies, *mutatis mutandis*, to the Alternative Manager.

1.2 The Whistleblower

A Report can be sent – through the channels referred to in paragraph 2 below – by the following persons:

- Employees;
- Contractors;
- professional freelancers and/or persons who perform assignments in their own field on behalf of the Company and/or who are suppliers of goods and services;
- paid and unpaid apprentices and interns who work for the Company;
- shareholders and persons with administrative, management, control, supervisory or representative functions, even if these functions are exercised as a mere matter of fact, at the Company.

All the persons listed above may file Reports when the legal relationship:

- ✓ is established;
- ✓ has not yet started, if the information was acquired during the selection process or at other pre-contractual stages;
- ✓ after the ending of the relationship, if the information on the alleged violations was acquired during the course of the work activities, or during the probationary period.

1.3 The Person Reported

Reports may concern the following persons:

- Employees;
- Contractors;
- members of the Corporate Bodies;
- third parties having interactions and business relationships with the Company (for example, customers, suppliers, advisors), who if they perpetrate alleged violations may cause economic, financial and/or image damage to the Company.

2. REPORT MANAGEMENT PROCESS

2.1. Cases subject to reporting

Reports may only concern information, present or past, acquired by the Whistleblower in the context of the reports referred to in paragraph 1.2 above.

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They concern the following areas:

- i) 231 Report: violations of the provisions established by Model 231/2001 and/or the legislation referred to in Legislative Decree 231/2001.
- ii) Reports under other Relevant Regulations: violations relating to offences falling within the scope of Legislative Decree 24/2023, as already referred to in the paragraph on Definitions.

By way of example, the Reports may therefore concern:

- attempted and/or actual bribery;
- acts accomplished or attempted or actual transactions carried out to facilitate money laundering and/or terrorist financing and, in general, violations of the legal, regulatory and procedural provisions, established in order to prevent money laundering and terrorist financing;
- falsification/concealment/destruction of records containing financial, accounting and other false representations, suppression and/or concealment of financial information;
- failure to notify the person in charge of the statutory audit of the accounts;
- unjustified payments and settlements, in whole or in part;
- illegitimate access to information systems and/or illegitimate data processing, including through the use of third-party credentials;
- acts carried out in violation of corporate tax rules or in order to obtain a tax advantage.

To send a Report, the Whistleblower must be in possession of sufficiently detailed information to include in the Report (see subsequent paragraphs), such as to render sending the report reasonable in the circumstances.

The subject of the Report must be exclusively information, including well-founded suspicions, concerning violations committed or which, on the basis of concrete evidence, could be committed within the Company, as well as details of conduct aimed at concealing such violations.

2.2. Internal Reporting

If a Whistleblower has a reasonable suspicion that one of the cases referred to in the areas indicated in paragraph 2.1 above has occurred, they have the possibility of making an Internal Report using the internal channel below.

2.2.1. Internal Reporting System (SiS)

The Whistleblower can access the Internal Reporting System (SiS) through the link on the company intranet directly via the browser, accessible from any device (PC, tablet, smartphone), at <https://gruppodeagostini.segnalazioni.net>.

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This address is also made available through its publication on the Company's website, on which this procedure is also published.

The Whistleblower must provide clear and comprehensive details instrumental to carrying out all the checks and assessments necessary to evaluate the foundation and objectivity of the facts reported, attaching the documentary evidence in support of what has been reported and/or the name of the persons possibly informed of the events in question.

The Internal Reporting System (SiS) is structured in such a way as not to allow the sending of a Report without the completion of all the fields deemed necessary so that the reported case can be adequately analysed.

The Internal Reporting System (SiS) is also programmed to guarantee adequate confidentiality of the personal data of the Whistleblower, the Person Reported and the subjects involved or otherwise mentioned in the report, as well as the content of the Report and related documentation, in accordance with the provisions of the relevant legislation and the Procedure.

In summary, the Internal Reporting System (SiS) allows the Whistleblower to:

- i) gain confidential and secure access to the Internal Reporting System, only if previously registered;
- ii) enter Reports using an intuitive and easy-compilation procedure;
- iii) make oral Reports, using a special voice messaging system, which allows them to be recorded on a device suitable for their storage and subsequent listening;
- iv) request a meeting with the Report Manager;
- v) communicate with the Manager about the Report sent, in a confidential manner in accordance with the relevant regulatory provisions, through the use of the messaging function, also incorporating further information in response to any request from the Manager;
- vi) follow-up the processing of the Report sent by checking the progress phases for the Report ("New", "Read", "In progress", "Archived", etc.);

In the event that the Report concerns the Manager, the Internal Reporting System (SiS) allows the Whistleblower to send the report exclusively to the Alternative Manager.

Neither the Manager nor the Alternative Manager have the possibility to access, even in read-only status, the Reports that refer to them.

If the Whistleblower requests, through the Internal Reporting System (SiS), a meeting with the Manager, the latter must make him/herself available within a reasonable time and in any case within 10 business days. The content of the Report is documented by a report specially drawn up, dated and signed by both the Whistleblower, for confirmation of the content, and by the Manager, for receipt.

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This report must contain at least:

- general information on the Whistleblower;
- the Whistleblower's legal relationship with the Company at the time the Whistleblower became aware of the information the subject of the report;
- the regulatory violation to which the Report refers;
- references to the sequence of events (e.g. date, place), any information and/or evidence that can provide valid confirmation on the existence of what has been reported;
- general information or other elements that allow identifying who committed the conduct reported;
- general information on any other persons who may report on the facts subject to Reporting;
- any private interests connected to the Report.

Also in relation to Reports made during face to face meetings, the Manager is required to use the Internal Reporting System (SiS) as the single system for managing documentation and its correct archiving.

Consequently, within three days of the meeting with the Whistleblower, the Manager will enter into the Internal Reporting System (SiS) the data relating to the oral Report received for its subsequent processing pursuant to the following paragraphs, also including an electronic copy of the report proper, which must be filed in such a way as to guarantee confidentiality for the Whistleblower.

2.2.2. Preliminary investigations and checks

The Internal Reporting System (SiS) allows the Manager to:

- a) receive notification of the receipt of a new Report by email;
- b) access a reserved area and view the Reports received;
- c) interact with the Whistleblower and request further information or documents, always guaranteeing confidentiality, through the integrated messaging system;
- d) monitor and manage the procedure in all its phases, with the modification of the status of the report ("Not read", "Read", "In progress", "Archived", etc.).

The Report is taken in hand by the Manager who, in the reserved area, has a series of functions for the management of the Report file, including:

- entering the processing statuses;
- sending and receiving messages with the Whistleblower;
- assignment of activities to support management of the Report to internal resources or external advisors.

All the operations carried out on the Reports by the users registered in the Internal Reporting System (SiS) are recorded on the system logs in an anonymous and encrypted manner to guarantee maximum confidentiality.

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Upon receipt of a 231 Report, the Manager will promptly inform the Chair of the Supervisory Body of the start of the preliminary analysis phase. Notification is made by e-mail with the wording "Confidential notification (...)".

Within seven days of receipt of the Report, the Manager, through the Internal Reporting System (SiS), notifies the Whistleblower of receipt of the Report. In the case of a Report made through a face to face meeting with the Manager, acknowledgement of receipt is by delivering a copy of the dated and signed report summarising the content of the Report (see paragraph 2.2.2).

All Reports received by the Manager must be subject to prior checks, carried out exclusively on the basis of what is set forth in the Report and any initial information already available.

The aim of the preliminary checks is to assess the legal and factual prerequisites for the Report in order to: (i) ascertain the existence of reasonable substantiation and/or reliability having regard to the possibility of conducting tangible checks of the facts reported, and therefore (ii) exclude cases in which the completely generic content of the Report does not even allow initiating tangible checks or where the Report is not "relevant" under the applicable legislation.

The activity is carried out by the Manager with the possible support of the company structures identified according to the area of competence, without prejudice to the need to always minimize the involvement of third parties and keep the identity of the Whistleblower strictly confidential. The Manager retains a trace in the Internal Reporting System (SiS) of all persons involved in the procedure.

At the end of the preliminary checks phase, which may not last more than 30 days from receipt of the Report, the results are shared, through a confidential memo prepared by the Manager, with the Chair of the Board of Directors, the Chair of the Board of Statutory Auditors and the Chair of the Supervisory Body, who carry out an assessment each within their remit¹, of any aspects to be investigated as the assessment proceeds.

Following the assessments compiled by the aforementioned persons, the Manager updates the Internal Reporting System (SiS) and, if it is decided not to proceed, the Report is archived, notifying the Whistleblower accordingly.

¹ In the event that one of the above-mentioned persons is the alleged perpetrator of the breach and/or has a potential interest related to the Report, he/she should not be approached. The Manager enters this information into the System with evidence of the underlying reasons.

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2.2.3. Assessments and checks

For Reports the Manager decides merit further examination, following the preliminary investigation and checks referred to in the previous paragraph, he/she shall initiate activities seeking to verify validity of the Report.

The Whistleblower is required to cooperate in the assessment and verification phase of the Report. In the event that the Whistleblower refuses to provide further information in his/her possession deemed necessary for the examination of the Report, the Manager may proceed to archive the Report.

In carrying out the activities, the Manager may make use, in addition to certain company structures, of expert and qualified advisors, in the event that he/she does not have adequate technical knowledge, guaranteeing, in any case, the confidentiality of the Whistleblower vis-a-vis third parties, in accordance with the provisions of paragraph 3. The Manager retains a trace in the Internal Reporting System (SiS) of all persons involved in the procedure. To this end, a specific budget item is made available to the Manager annually, which must be properly accounted for as part of the normal accounts closing process for the year.

All Staff and members of the Corporate Bodies are required to actively cooperate with the Manager and provide him/her with all useful information for the correct understanding of the events reported.

The concealment of information or any unjustified delay in responding to the Manager's requests for information by Staff other than the Whistleblower who may be consulted is notified to the DPO for the possible adoption of disciplinary measures.

To conduct the necessary checks, the Manager has free access to all company information and can avail him/herself of the cooperation of members of staff with expertise in the subject matter of the Report, provided that this does not create a situation of conflict of interest in relation to the reported facts, without prejudice to the need to reduce to a minimum the involvement of third parties and ensure the confidentiality of the identity of the Whistleblower, which cannot be disclosed, except in accordance with paragraph 3.1.1 below. The Manager retains a trace in the Internal Reporting System (SiS) of all persons involved in the procedure.

At this stage, the Manager must ensure that:

- the information relating to the facts covered by the Report is not disclosed to third parties, unless this is strictly necessary to effectively verify the validity of the Report;
- no indication of the identity of the Whistleblower is provided to the Reported Party, except in accordance with paragraph 3.1.1 below.

The checks in question will be carried out by the Manager within 90 days from the date on which the Whistleblower was informed of the receipt of the Report on the Internal

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Reporting System (SiS) or from the date of the report drawn up following the Report made during a face to face meeting, as described in paragraph 2.2.1 above.

2.2.4. Assessment and notification of results

Once the assessment and checks of the Report referred to in the previous paragraph are completed, the Manager shares the outcome with the Chair of the Board of Directors, the Chair of the Board of Statutory Auditors and the Chair of the Supervisory Body.

This phase can only be considered concluded as a result of the above sharing of information. The Manager updates the Internal Reporting System (SiS) in this regard and notifies the Whistleblower, indicating whether the Report was considered founded, unfounded or archived since the information collected did not allow the Manager to reach a unequivocal decision regarding what was reported; the report may also be archived given reticence on the part of the Whistleblower.

Depending on the aforementioned assessments, the process follows the following differentiated procedures:

- ***Whistleblowing Report is well-founded***

If the Manager, following the above sharing of information, considers that the Report is to be considered reasonably well-founded, he/she notifies the findings as follows:

- if the Reported Party is a member of the Staff, to the DPO to initiate the disciplinary procedure, in accordance with the provisions of the CCNL and the applicable legislation;
- if the Reported Party is a third party having relations and business dealings with the Company, to the Department Manager/Director who is the contact person for the contract concerned, who will take the necessary actions to protect the interests and reputation of the Company;
- if the Reported Party is a member of the Corporate Bodies, to the Board of Directors, who will take the necessary actions to protect the interests and reputation of the Company or the appropriate measures including, for example, calling a Shareholders' Meeting to adopt the most appropriate measures.

The measures adopted are notified to the Manager, who is responsible for recording the latter in the Internal Reporting System (SiS) to complete the file relating to the Whistleblowing Report.

The Manager notifies the Whistleblower, by updating the Internal Reporting System (SiS).

In the event that areas for improvement in the company's internal control system are identified during the checks, the Manager shares the results with the Legal and Corporate Affairs Department for the definition of an action plan, in agreement with

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the Heads of the Departments/Functions, the intended recipients of the improvement actions, and submits the plan to the CEO for approval by the Board of Directors.

- ***The Whistleblowing Report is not well-founded***

If the Report proves to be unfounded, the Manager informs the Whistleblower as well as the Human Resources and Organization Department, so that it can evaluate whether there is any evidence that the Report was submitted in Bad Faith, therefore evaluating the adoption of any disciplinary measures in accordance with the company policies on the matter.

The measures adopted are notified to the Manager, who is responsible for recording the latter in the Internal Reporting System (SiS) to complete the file relating to the Whistleblowing Report.

Following any judgment, even at first instance, that ascertains the guilt of the Whistleblower for offences of libel or slander (see paragraph 3.1.1 below), if the Person Reported provides information to the Company, appropriate disciplinary sanctions will be adopted.

2.2.5. Archiving, storage and traceability of Reports

In order to ensure the reconstruction of the different phases of the process, it is the Manager's responsibility to ensure:

- the traceability of the Reports and the related acknowledgements of receipt, investigation and assessment activities, through the correct use of the Internal Reporting System (SiS);
- the storage in the Internal Reporting System (SiS) of the documentation relating to the Reports and the related checks carried out, as well as any decision-making measures adopted by the competent persons;
- the storage of documentation and Reports for a period of time not exceeding that necessary for the purposes for which the data were collected or subsequently processed and in any case no later than 5 years from the date on which the final outcome of the reporting procedure was notified to the Whistleblower.

The Manager is responsible for maintaining and updating a special register summarising the Reports received, in accordance with the model shown in Annex DEA.PR.WSTL.0001/A.

2.2.6. Reporting

The Manager will draw up an annual report on the correct functioning of the internal Reporting System which must contain the following consolidated information:

- number of Reports received;
- number of Reports archived after the preliminary investigation and checking phase;

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- number of Reports on which investigations have been carried out;
- number of Reports deemed well-founded, accompanied by an executive summary that, in compliance with the requirements for confidentiality and protection of the data of the Whistleblower and the Person Reported, describes the event *ex post*, that is only after process for managing the Report is completed;
- cases from the Reports.

This annual report is submitted for approval by the Board of Directors and also sent to the Board of Statutory Auditors and the Supervisory Body. It is made available to Staff who request it from the Human Resources and Organization Department, with the exception of any executive summary referred to above.

3. PROTECTION OF THE WHISTLEBLOWER, RELATED PERSONS AND THE PERSON REPORTED

3.1. Protection of the Whistleblower

The forms of protection listed below are granted to Whistleblowers provided that they:

- made the Report in good faith, reporting true facts and having well-founded reason to believe that the circumstance covered by the Report was true (e.g. the Whistleblower must have specified the circumstances of time and place and specifically described the facts, the Whistleblower must not have knowingly reported incorrect or manifestly unfounded information) and that the facts reported fell within the objective scope of the Report;
- the Whistleblower has complied with the procedure provided for in this corporate document.

3.1.1. Obligation of confidentiality

The Company, in compliance with the relevant legislation and in order to encourage the reporting of offences, ensures the confidentiality of the personal data of the Whistleblower and the confidentiality of the information set out in the Report by all parties involved in the procedure; it also guarantees that the Report does not in itself constitute a violation of the obligations deriving from the employment relationship.

The Company guarantees that the Reports will not be used for purposes other than carrying out the actions necessary for their satisfactory follow-up.

The Company, as Data Controller, draws attention to the fact that Article 15 of the GDPR on the right of access of the data subject does not apply with regard to the identity of the Whistleblower.

The identity of the Whistleblower and any other information from which such identity may be inferred, directly or indirectly, may not be disclosed, without the express

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consent of the Whistleblower, to persons other than those competent to receive or follow up the Reports, according to the process already described above.

Even in the context of disciplinary proceedings against the Reported Party, the identity of the Whistleblower cannot be revealed, if the challenge to the disciplinary charge is based on separate and additional findings with respect to the Report, even if consequent on it. If the challenge is based, in whole or in part, on the Report and the knowledge of the identity of the Whistleblower is essential for the defence of the Person Reported, the Report may be used for the purposes of the disciplinary proceedings solely if the Whistleblower expressly consents to the disclosure of his/her identity.

In the context of any criminal proceedings initiated against the Person Reported, the identity is subject to professional secrecy until the closing of the preliminary investigations. If the judicial Authority requires, for the purposes of the investigation, disclosure of the name of the Whistleblower, the Manager shall duly communicate the identity of the Whistleblower.

In the event that it is necessary to reveal confidential data, the Manager will inform the Chair of the Board of Directors of the reasons that render it appropriate to reveal the identity of the Whistleblower and, subject to approval, will notify the Whistleblower in writing through the Internal Reporting System (SiS) of the reasons why the disclosure of his/her identity is necessary and also request him/her to sign the specific consent set forth in the Privacy Policy referred to in Annex DEA.PR.WSTL.0001/B.

violation of the obligation of confidentiality is a disciplinary offence, without prejudice to any other form of liability provided for by law.

In any event, the above is without prejudice to the liability of the Whistleblower if the Report was made in Bad Faith and, therefore, liability in libel or slander may be incurred pursuant to the provisions of the Italian Criminal Code or Article 2043 of the Italian Civil Code. If the reporting in Bad Faith of the Whistleblower is ascertained, the protection of confidentiality ceases to apply and the Reported Person may be informed of the identity of the Whistleblower, in order to grant him/her the right to file a complaint for libel or slander (see paragraph 2.2.5).

3.1.2. Prohibition on retaliation

Pursuant to the Procedure, no form of retaliation or discrimination is permitted for reasons related to the Report, whether concerning those who reported the alleged offences or those who cooperated in the actions to establish the well-founding of the allegations. Retaliation means any behaviour, act or omission, even if only attempted or threatened, carried out by reason of the Report, the complaint to the Judicial or Accounting Authority or the Public Disclosure and that causes or may cause the Whistleblower or the person who filed the complaint, directly or indirectly, any unfair

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damage². Any acts carried out that are recognized as having a retaliatory character are considered null and void.

Staff who believe they have suffered discrimination must give detailed notice to the Manager who, having ascertained the merits of the matter, reports the circumstance to the competent Corporate Bodies, so that the necessary measures are taken to restore the situation and/or remedy the negative effects of discrimination.

In the context of judicial or administrative proceedings or in any case of extrajudicial disputes concerning the ascertainment of conduct, acts or omissions of a retaliatory nature, it will be presumed that they were put in place due to the Report. The burden of proving that such conduct or acts are motivated by reasons unrelated to the Report is borne by the person who perpetrated them.

In order for the protections described above to apply, it is necessary that:

1. at the time of the Report or the complaint to the judicial authority, the Whistleblower or person making the report had reasonable grounds to believe that the information on the violations reported, publicly disclosed or the subject of a complaint was true and related to the rules relevant for the purposes of the Report as referred to in the definitions;
2. the Report was made pursuant to the Procedure.

The reasons that led the person to file the report or complaint about the conduct are irrelevant for the purposes of their protection.

In the event that the Whistleblower is jointly-responsible for the violations, the Company guarantees the same privileged treatment with respect to the other co-responsible parties, insofar as compatible with the applicable regulations.

² The following are some examples of cases which, pursuant to Article 15 of Legislative Decree 24/2023, constitute retaliation

- a) dismissal, suspension or equivalent measures;
- b) downgrading or non-promotion;
- c) change of duties, change of workplace, reduction of salary, change of working hours;
- d) suspension of training or any restriction on access to it;
- e) negative merit notes or adverse references;
- f) the adoption of disciplinary measures or any other sanction, including a fine;
- g) coercion, intimidation, harassment or ostracism;
- h) discrimination or otherwise unfavourable treatment;
- i) failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the employee had a legitimate expectation of such conversion;
- j) the non-renewal or early termination of a fixed-term employment contract;
- k) damage, including to a person's reputation, in particular on social media, or economic or financial loss, including loss of economic opportunities and loss of income;
- l) improper listing on the basis of a formal or informal sector-specific or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;
- m) the early termination or cancellation of a contract for the supply of goods or services;
- n) the cancellation of a licence or permit;
- o) the request to undergo psychiatric or medical examinations.

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The protection for Whistleblowers also apply if the Report is made in the following cases:

- a) when the legal relationship between the Whistleblower and the Company has not yet started, if information about the violations was acquired during the selection process or at other pre-contractual stages;
- b) during the probationary period;
- c) after the termination of the legal relationship, if the information on the violations was acquired during the course of the relationship.

The Procedure is without prejudice to the criminal and disciplinary liability of the Whistleblower in the event of slander or libel pursuant to current legal provisions; any forms of abuse of the Procedure, such as reports that are manifestly opportunistic and/or made for the sole purpose of damaging the Person Reported or other persons, and any other case of improper use or intentional exploitation of the measure governed by the Procedure shall also give rise to liability in any disciplinary proceedings or in other competent forums.

In particular, except as provided in paragraph 3.1.3 below, when even in a judgment of first instance, the criminal liability of the Whistleblower is ascertained for the offences of libel or slander or in any case for the same crimes committed through a complaint to the Judicial or Accounting Authority, or if his/her civil liability is established, for the same reason, in cases of wilful misconduct or gross negligence, the protection referred to in this paragraph are not guaranteed and the Whistleblower or person making the complaint is subject to a disciplinary penalty commensurate with the liability ascertained.

3.1.3. Limitations of Liability

The Whistleblower is not punishable if he/she discloses or disseminates information on violations:

- subject to an obligation of secrecy (except in the case of violations for which domestic and/or European rules on classified information, forensic and medical professional secrecy, secrecy of the deliberations of the courts are applicable);
- relating to the protection of copyright or the protection of personal data;
- that injure the reputation of the Person Reported or the subject of the complaint, when, at the time of disclosure, there were reasonable grounds to believe that the disclosure of said information was necessary to expose the violation, and the Report was made in a manner that protects the Whistleblower pursuant to the preceding paragraph.

When the hypotheses described above occur, any further liability, including civil or administrative liability, is also excluded.

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Unless the facts constitute a crime, the Whistleblower does not incur any liability, including of a civil or administrative nature, for the acquisition of information on violations or for access to it.

In any event, criminal liability and any other liability, even of a civil or administrative nature, is not excluded for conduct, acts or omissions unrelated to the Report or that are not strictly necessary to expose the violation.

3.2. Protections of persons related to the Whistleblower

The protection already provided for Whistleblowers also applies to:

- the Facilitators;
- persons from the same working context as the Whistleblower, a person who filed a complaint with the Judicial Authority and persons who are in a stable relationship with the Whistleblower or related to the latter by kinship within the fourth degree;
- the work colleagues of the Whistleblower or of the person who filed a complaint with the Judicial Authority, who operate in the same working context and who have a habitual and current relationship with them;
- entities owned by the Whistleblower or by the person who filed a complaint with the Judicial Authority or for whom the same persons work, as well as to the entities that operate in the same working context as the aforementioned persons.

3.3. Protection of the Person Reported

In accordance with current legislation, the Company adopts the same forms of protection that guarantee the confidentiality of the identity of the Whistleblower also with regard to the Party Reported, presumed responsible for the violation, without prejudice to any further form of liability provided for by law that imposes the obligation to communicate the name of the latter (e.g. requests from the Judicial or Accounting Authority, etc.).

Without prejudice to the guarantees of confidentiality imposed for the protection of the Whistleblower, the Whistleblower may be heard, or request to be heard, by the Manager who may also acquire written observations and documents.

Also in this case, the Manager is required to use the Internal Reporting System (SiS) as the sole system for managing the documentation and its correct archiving, with for this purpose the timely entry to said System of the information acquired from the Person Reported.

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4. DATA PROCESSING

The information and any other personal data acquired, including through the Internal Reporting System (SiS), are processed by the persons identified in the Procedure in compliance with current privacy legislation and the relative "Data Protection Policy" adopted by the Company, to which reference is made.

In particular, the Company guarantees that the processing of personal data takes place in compliance with the fundamental rights and freedoms, as well as the dignity of the data subjects, with particular reference to the confidentiality and security of the data and information, ensuring that they are limited to those strictly and objectively necessary to verify the validity of the report and for its management and that the personal data collected are kept in any case no later than five years from the date of communication of the final outcome of the reporting procedure, without prejudice in any event to the storage of the data that may be necessary pursuant to the applicable regulatory provisions.

Personal data that are manifestly not useful for the processing of a specific report are not collected or, if accidentally collected, are deleted immediately.

The Company has prepared specific information for the Whistleblower (see Annex DEA.PR.WSTL.0001/B).

5. DISCIPLINARY SANCTIONS

violation of this Procedure constitutes a disciplinary offence, which may result in the application of the specific sanctions identified in the General Part of Model 231/01 in the "Disciplinary System" section.

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ANNEX DEA.PR.WSTL.0001/A: FACSIMILE OF THE REGISTER OF REPORTS

Last Updated Date	Chronological number	Date received	Date acknowledgement sent to the Whistleblower of receipt of the Report	Whistleblower (*)	Person Reported (*)	Summary content of the Report	Report processing status	Outcome of the investigations conducted on the Report	Closing date of the investigations conducted on the Report	Date of sending to the Whistleblower, the results of the investigations conducted on the Report

(*) = in order to guarantee adequate confidentiality, enter only the identifying code provided by the Internal Reporting System (SIS)

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ANNEX "DEA.PR.WSTL.0001/B: PRIVACY POLICY"

Pursuant to Articles 13 and 14 of EU Regulation 2016/679 of 27 April 2016 (hereinafter the "Privacy Regulation"), the following information is provided to data subjects regarding the processing of personal data carried out in the context of whistleblowing reports.

1. Identity of the Data Controller

The Data Controller of any processing of personal data necessary to pursue the purposes indicated below is the company De Agostini S.p.A., with registered office in Novara, Via Giovanni Da Verrazano no. 15 in the person of the Chair of the Board of Directors.

2. Personal data subject to processing

As part of the management of Whistleblowing Reports, the data of the reporting party ("Whistleblower") will be processed.

It should be noted, by way of example, that the following categories of personal data may be processed:

- personal data (e.g. name, surname, tax code, address, date and place of birth);
- contact details (e.g. telephone, landline and/or mobile numbers, email address);
- data of a professional nature (e.g. hierarchical grade, corporate division of which they are a member, company role, type of relationship with the Company or other third parties, profession);
- image data and/or voice data;
- any information that refers to the reported person, or to other concerned persons, that the Whistleblower decides to share in the report in order to better substantiate it;
- the information that the reported party, or other concerned parties, share with the Data Controller in the context of the management of the report;
- special data (e.g. data relating to political opinions, religious or philosophical beliefs, or trade union membership, genetic data, biometric data intended to uniquely identify a natural person, data relating to the person's health or sex life or sexual orientation);
- judicial data;
- any other data relating to the report whether included or not in the categories indicated above.

Please provide only the data necessary for the management of Whistleblowing Reports. Personal data that are manifestly not useful for the processing of the report are not collected or, if collected accidentally, are deleted immediately.

3. Purpose

The personal data of the Whistleblower, the person involved and of the person in any event referred to in the report will be processed, within the limits indicated above, in order to:

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- receive, analyse and manage, through the communication channels used, reports – also made anonymously – relating to alleged irregularities and/or illegal conduct (so-called whistleblowing reports) perpetrated by persons who, for various reasons, interact with the Data Controller and of which the Whistleblower has become aware;
- carry out all the further activities related to the management of the report and consequent on the need for their comprehensive management (e.g. conducting interviews, collecting information useful for the purpose of investigating the case examined, etc.) by the competent persons, designated as authorised to process them;
- respond to any requests from the competent Authorities and bodies, etc.

4. Legal basis

The fulfilment of a legal obligation deriving from the provisions of Legislative Decree no. 231/2001, from Law 179/2017 and Legislative Decree 24/2023 regarding the protection of persons who report crimes, irregularities or violations of domestic regulatory provisions.

5. Processing methods

The processing will be carried out by staff who are authorized and specifically trained in the management of reports, who need to have knowledge of the information in the performance of their activities, with or without the aid of electronic instruments, according to principles of lawfulness and fairness, in order to protect at all times the confidentiality and rights of the concerned parties in compliance with the legislation.

The reports can be sent through the communication channels specifically established in different formats, in order to simplify and optimize the reporting procedure; it is also possible for the Whistleblower to attach files and documentation instrumental to certifying the validity of the report.

In order to protect confidentiality, appropriate technical and organisational measures have been implemented.

Data subjects may be asked for specific authorisation, as required by Legislative Decree 24/2023, in the following cases:

- any disclosure of the identity of the Whistleblower to persons other than those competent to receive or follow up reports;
- a report made orally during a meeting with the appropriate member of staff, for the purposes of documentation by recording on a device suitable for storage and listening or in the form of minutes.

Data subjects may be asked for specific authorisation accompanied by a specific communication, containing the reasons for revealing their identity, in the following cases:

- in disciplinary proceedings, if the charge is based in whole or in part on the report, where the disclosure of the identity of the Whistleblower is essential for the defence of the person subject to the challenged disciplinary charge;

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- in proceedings instituted following internal or external reports, where such disclosure is also essential for the defence of the person involved.

6. Recipients

The personal data of the Whistleblower, or other data subjects, may be made available:

- to IT service companies appointed as Data Processors;
- to Public Authorities and other persons in compliance with legal obligations (e.g. Judicial Authority, Court of Auditors, ANAC), as Data Controllers.

The data of the concerned persons will not be disclosed (that is, made available to indeterminate subjects).

The Report will be received and managed by the Manager for the Receipt, Examination and Assessment of the Report and by the Head of the Internal Reporting System, expressly authorised to process the data.

The personal data communicated with the Whistleblowing Report, together with the documentation supporting it, may be shared, to the extent strictly necessary, with the following persons who are subject to an obligation of confidentiality:

- Supervisory Body;
- Any support staff of the Supervisory Body, expressly authorised to process data pursuant to Article 29 of the GDPR;
- any external advisors who may perform advisory services for the Company on management of the Whistleblowing Report.

The above persons shall guarantee the confidentiality of the identity of the Reporting User, the person involved and the person in any event referred to in the report, as well as the content of the report and the related documentation.

7. Data storage times

The Data Controller will retain the data relating to Whistleblowing Reports for 5 years from the date of communication of the final outcome of the Reporting procedure itself, without prejudice to any legal obligations, disciplinary proceedings or litigation in progress. In the event of disciplinary proceedings or litigation, the data will be kept for the entire duration of the proceedings until the deadlines for appeal proceedings have expired.

After said deadlines, the data will be deleted or anonymised.

8. Data source

The data is provided voluntarily by the concerned parties. The refusal to communicate the data may make it impossible to correctly manage the report or to manage any challenges submitted concerning the report.

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9. Rights of data subjects

Data subjects have the right to ask the Data Controller:

- for confirmation that the processing of their personal data is or is not in progress and, in this case, to obtain access to it (Article 15 - right of access);
- for the rectification of inaccurate personal data or the completion of incomplete personal data (Article 16 - right of rectification);
- for the deletion of the data given the existence of one of the reasons provided for by the Privacy Regulation (Article 17 - right to be forgotten);
- for the restriction of processing when one of the hypotheses provided for by the Privacy Regulation applies (Article 18 - right of restriction);
- to receive in a structured, commonly used and machine-readable format the personal data provided to the Data Controller and to transfer such data to another Data Controller (Article 19 - right to portability).

Right to object (Article 21). If processing based on the legitimate interest of the Data Controller is carried out, the data subjects are henceforth informed that they can object to such processing. In this case, the Data Controller will refrain from further processing the personal data of the data subjects, unless there are compelling legitimate reasons to proceed with the processing or to ascertain, exercise or defend a right in court

Data subjects may exercise their rights by writing to the Data Controller at the registered office of the Company or at the email address pcy.expert@deagostini.it, specifying the subject of the request, the right to be exercised and attaching a photocopy of an identity document certifying the legitimacy of the request.

Without prejudice to any other administrative or judicial appeal, data subjects have the right to lodge a complaint with the Italian Data Protection Authority for the protection of personal data, if they consider that the processing concerning them violates the Privacy Regulation (Article 77).

10. Limitation on the rights of the data subject.

The rights referred to in Articles 15 to 21 of the Privacy Regulation listed above cannot be exercised with a request to the Data Controller or with a complaint pursuant to Article 77 of the Privacy Regulation if the exercise of these rights may result in an actual tangible and concrete threat to the confidentiality of the identity of the person who reports violations of which they have become aware by reason of their employment relationship or the functions performed.

In particular, the concerned parties are informed that the exercise of these rights:

- may be carried out in accordance with the provisions of law or regulation governing the sector (in both Law no. 179/2017 and Legislative Decree 24/2023);

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- may be delayed, restricted or excluded subject to notification stating the reasons and sent promptly to the data subject at the time and within the limits in which this constitutes a necessary and proportionate measure, taking into account the fundamental rights and legitimate interests of the data subject, in order to safeguard the confidentiality of the identity of the Whistleblower; in such cases, the rights of the data subject may also be exercised through the Italian Data Protection Authority in the manner referred to in Article 160 of Legislative Decree 196/2003 (the Privacy Code), in which case the Data Protection Authority informs the concerned party that it has carried out all the necessary checks or has conducted a review, as well as of the right of the concerned party to file a judicial appeal.

Date:

The Data Controller

WHISTLEBLOWER CONSENTS

<p>I, the undersigned (name and surname), having received and understood the information referred to in Article 13 of the GDPR</p> <p style="text-align: center;">I consent I do not consent</p> <p>to the disclosure of my identity and any other information from which my identity can be directly or indirectly derived to persons other than those competent to receive or follow up on the Reports</p> <p style="text-align: center;">I consent I do not consent</p> <p>to the disclosure of my identity in the context of disciplinary proceedings where the charge is based, in whole or in part, on the Report and knowledge of my identity is essential for the defence of the accused</p>
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