

Whistleblowing policy of SEA Vision S.r.l.

Approved by the Board of Directors of SEA Vision S.r.l. on 18.01.2021

Relevant legislation

On 29 December 2017, Law no. 179 "Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship" entered into force¹.

The provision extended the scope of application of Legislative Decree no. 231/01 (hereinafter the "**Decree**") and the organizational model, introducing the applicability of the "Whistleblowing" legal arrangement also to the private sector.

The law aims to safeguard the integrity of the entity by protecting from retaliation those who report illegal conduct and/or violations of the code of ethics and/or the organizational model which they have become aware of due to his/her functions.

In particular, the regulatory discipline requires that the organizational model provides:

1. one or more channels that (i) allow apical individuals, employees and all those who exercise in fact the management and the control of the Company to submit detailed reports of unlawful conduct, relevant for the purposes of the Decree and based on precise and consistent factual elements, or violations of the organizational model, of which they have become aware due to their functions; (ii) guarantee the confidentiality of the whistleblower's identity in the management of the report;
2. at least one alternative reporting channel suitable for guaranteeing, with IT methods, the confidentiality of the whistle-blower's identity;
3. the prohibition to commit directly or indirectly acts of retaliation or discriminatory against the whistle-blower for reasons directly or indirectly linked to the report;
4. the introduction of a disciplinary system suitable for pursuing both the violation of the measures to protect the whistle-blower and those who make - with wilful misconduct or gross negligence - reports that, following investigations, turn out to be unfounded;
5. the possibility for the whistle-blower or the trade union organization to report to the National Labour Inspectorate the adoption of discriminatory measures against those who makes the reports;
6. the nullity of both retaliatory or discriminatory dismissal and the change of duties pursuant to Article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the whistle-blower;
7. following a report submission, in the event of disputes related to the imposition of disciplinary sanctions or to demotion, dismissal, transfer, or subjecting of the whistle-blower to other organizational measures having - directly or indirectly - negative effects on his/her working conditions, the employer is responsible for demonstrating that the measures requested are based on reasons unrelated to the report itself.

¹ The above-mentioned law has been published in the Official Gazette, General Series n. 291 of 14 December 2017. Following its entry into force, Confindustria issued, in January 2018, an Explanatory Note entitled "The discipline on whistleblowing" which illustrates the main contents of Law 179/17 of greatest interest to businesses.

The reports must therefore be submitted in a spirit of responsibility, be of interest to the integrity of the entity and fall within the types of non-compliance for which the system is implemented.

The scope of the Whistleblowing Policy

SEA Vision S.r.l. and its Subsidiary companies (as defined in the Model adopted by Sea Vision S.r.l.) are part of Sea Vision Group (hereinafter also the "**Group**"). The Group is firmly committed to ensuring that the behaviours adopted within it comply with a shared ethics in the workplace and, for this reason, in order to counter the corruption phenomena, it encourages the collaboration of workers, first of all, as well as to any other person who interacts with the Group, also through the provision of systems that make it possible to report safely any illegal and/or irregular conduct (so-called "wrongdoing") the Recipients have become aware of during their working functions.

With the purpose of giving concrete application to article 6 paragraph 2-*bis* lett. a) and b) of the Decree, introduced by Law no. 179/2017, SEA Vision Group identifies operational guidelines aimed at protecting any Recipient of the Model adopted by SEA Vision S.r.l. who reports an illegal conduct.

Therefore, the operating procedures for the execution and control of corporate activities are defined in accordance with the provisions of the Model adopted by SEA Vision S.r.l..

This Whistleblowing Policy (hereinafter the "**Policy**") has the following objectives:

- foster a healthy work environment characterized by a sense of belonging and legality, protecting anyone who reports an illegal conduct which has become aware during his/her functions;
- implement the law of 30 November 2017, n. 179 " Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship".

Recipients and content of the report

The Recipients of this Policy are:

- the Apical individuals, the members of the corporate bodies of SEA Vision S.r.l. and the companies of SEA Vision Group;
- the employees of SEA Vision and the companies of SEA Vision Group;
- business partners, customers, Suppliers, Consultants, Collaborators, Shareholders and, more generally, anyone who has a relationship with the SEA Vision Group.

Recipients who become aware of facts potentially subject to reporting are invited to report promptly using the methods described below, refraining from taking any further steps.

The whistle-blower must provide all the necessary elements to allow the Supervisory Body to proceed with the necessary and appropriate supervisions to confirm the validity of the facts being reported.

To this end, the report should preferably contain the following information:

- the personal details of the whistle-blower, with indication of the position or function;

- a clear and complete description of the facts to be reported;
- if known, the circumstances of time and place in which the facts were committed;
- if known, the personal details or other elements (such as the qualification and the service in which the activity is carried out) that may be useful to identify the person/s who has/have carried out the reported facts;
- the indication of the personal details of any other subjects who may report on the facts subject to reporting;
- the indication of any documents that can confirm the validity of such facts;
- any other information that can provide useful feedback on the existence of the reported facts.

Anonymous reports, i.e., reports - delivered using the methods provided for in this Policy - which does not include information that allow the identification of the author will be taken into consideration if they are adequately detailed and therefore allow to detect potential wrongdoing and to relate them to specific contexts (e.g., indications of names or qualifications, mention of specific offices, particular proceedings, or events, etc.).

In order to protect the subjects involved, reports must be submitted in compliance with the requirements of truthfulness of the facts or situations reported.

Methods and recipients of the report

As soon as they become aware of the events, Recipients send the reports according to the methods set out below.

If one of the subjects listed above should receive a report from other subjects (for example employees of third parties), he/she shall immediately and exclusively forward the report received - complete of any supporting documentation received - to the Supervisory Body, in accordance with the methods set out below, not retaining a copy and refraining from undertaking independent analysis and/or in-depth initiatives.

Failure to communicate a report received from one of the subjects listed above constitutes a violation of this Policy (and of the Code of Ethics/the Sea Vision's Model); consequently, as indicated in the General Part of the Sea Vision's Model, in the event of demonstrated bad faith, the Administrative Body has the possibility to impose disciplinary sanctions.

If addressed to SEA Vision's Supervisory Board, Reports can be made, even anonymously, either:

- in writing to the kind attention of "Organismo di Vigilanza di SEA Vision S.r.l." to the address Via Treves n.9E, 27100, Pavia (PV), writing "Confidential" on the envelope;
- or alternatively by e-mail to odv@seavision.it.

Report management

Once the report is received, the Supervisory Body, in collegiate composition, performs a preliminary analysis aimed at ascertaining:

- that the report is sufficiently detailed and, in any case, suitable for identifying the unlawful conduct as well as the author of the same;
- that the reported conduct is “relevant”² for the purposes of the Decree and/or;
- involves a violation of the Model.

In carrying out the aforementioned preliminary analysis, the Supervisory Body may benefit itself - for specific aspects - of the support of all company functions as far as its competence is concerned.

The Supervisory Body may also request further clarifications directly from the whistle-blower, in all cases in which it has been possible to ascertain the identity of the latter, in order to further clarify the reported fact and seek greater sources of evidence relating to the conduct reported and, first of all, to understand whether the report is truthful or specious.

In any case, the Supervisory Body undertakes to provide an initial response to the whistle-blower within 30 days of receiving the report.

The above activities will be carried out through a timely and accurate investigation made in compliance with the principles of impartiality, fairness and confidentiality towards all those involved.

If, at the end of the preliminary analysis phase, the Supervisory Body notes that the elements indicated are not sufficient to set up an investigation or that the facts reported are unfounded, the Supervisory Body will file the report providing all the appropriate reasons.

In the event that, following the preliminary analyses, useful and sufficient elements emerge or are in any case inferable to assess whether the report is founded, the Supervisory Body will start the next phase of specific investigations.

In particular, the Supervisory Body will:

- a. request further information from the subjects mentioned in the report on the facts reported;
- b. carry out specific audits concerning the reported facts;
- c. agree with the management responsible for the function concerned by the report, any "action plan" necessary for the removal of the control weaknesses found;

² Pursuant to Legislative Decree 231/01, as integrated by Law no. 179/2017, the report can be considered relevant when the author of the report has not acted in his/her exclusive interest but with the intention of protecting the integrity of the entity. In concrete terms, this is equivalent to stating that the report must necessarily report:

- the commission of one of the crimes and administrative offences relevant for the purpose of the Decree and / or;
- the violation of the provisions contained in the organizational model and/or the code of ethics as well as all internal measures adopted by the Company in order to protect its integrity.

- d. agree with the Administrative Body (and/or with the other functions concerned) any initiatives to be taken to protect the interests of the SEA Vision Group (for example, legal action, suspension/cancellation of Suppliers from the list of Suppliers of the SEA Vision Group);
- e. request, if possible, a disciplinary proceeding against the whistle-blower, in case of reports in relation to which the bad faith of the whistle-blower and/or the purely defamatory intent are ascertained, possibly also confirmed by the groundlessness of the same report;
- f. at the conclusion of the in-depth analysis carried out, submit the results to the evaluation of the Administrative Body, or the Board of Statutory Auditors, depending on the subject of the report, and provided that the reported person is not among the respective members, so that the most appropriate measures are taken;
- g. conclude the investigation at any time if, during the investigation itself, the groundlessness of the report is ascertained;
- h. agree with the Administrative Body and/or the Board of Statutory Auditors, any initiatives to be taken before the finalisation of the report itself.

The activities described above do not necessarily have to be carried out sequentially. Furthermore, in addition to the provisions of this Policy, the Supervisory Body shall to full comply with the principles established in the Code of Ethics and in the Anti-Corruption Policy adopted by the SEA Vision Group.

The Supervisory Body proceeds as above also with reference to the reports for which it is not possible to ascertain the identity of the whistle-blower but which are in any case adequately detailed and made in great detail.

In case of reports concerning facts committed by the Administrative Body or its individual members, the Supervisory Body must notify the Board of Statutory Auditors. In the event of criminal conduct, the Supervisory Body promptly informs the corporate bodies for the adoption of the appropriate measures.

Periodic information

The Supervisory Body reports, as part of the reporting activities, to the Administrative Body and on a periodic basis to the Administrative Body and the Board of Statutory Auditors, on the number and type of reports received and takes them into account for the purposes of updating of the Model. In addition, at least annually, the Supervisory Body provides a summary report of the reports received during the reference period. It shall contain the results of the analyses carried out, including the adoption (or failure to adopt) of disciplinary measures.

The results of the preliminary investigation, the audits and the decisions taken by the Supervisory Body must be traced and filed by the Supervisory Body itself.

Finally, the Supervisory Body is required to constantly communicate with the Administrative Body regarding the implementation and compliance with this Policy.

If the report concerns a Subsidiary Company (as defined in the Model), it will be forwarded, by the Supervisory Body of SEA Vision Srl, to the Supervisory Body and/or the control body of the Subsidiary Company, if appointed, so that it carries out all the appropriate checks.

Protection and responsibility of the whistle-blower

No retaliation or discrimination against the whistle-blower acting in good faith are prohibited. Furthermore, the law provides for sanctions against those who violate the protection measures of the whistle-blower. The law provides for sanctions against the whistle-blowers that - with wilful misconduct or gross negligence - submit false reports or reports that prove to be false, unfounded, defamatory or otherwise made for the sole purpose of damaging the Group. The Group will also be able to undertake the appropriate legal initiatives.

The protection of the whistle-blower will also be supported by effective awareness and communication activities for employees on the rights and obligations relating to the disclosure of unlawful actions.

The Supervisory Body carries out - with the frequency that will be established by the Supervisory Body itself - supervisory activities on dismissals or other measures adopted by the company (e.g., demotion and transfers) that may be retaliatory or discriminatory towards reporting.

Protection of the reported subject

Reporting alone is not sufficient to start a disciplinary procedure against the reported person. If, following the report, the supervisory Body decides to proceed with the investigation, the reported person can be contacted and will be assured of the opportunity to provide any and all necessary clarifications.

Protection of confidentiality and conservation of documentation

All those involved in the management of reports (for example, other structures/bodies/third parties for carrying out the preliminary activities) are required to guarantee the utmost confidentiality on the subjects and facts reported except for the cases indicated below:

- the whistle-blower incurs in criminal responsibility by way of calumny or defamation pursuant to the provisions of the Criminal Code;
- the whistle-blower incurs in non-contractual liability pursuant to art. 2043 of the civil code;
- in the event of any investigations or proceedings initiated by the Judicial Authority.

As part of the disciplinary procedure, the identity of the whistle-blower cannot be disclosed if the dispute of the disciplinary charge is based on separate and additional investigations with respect to the report, even if consequent to the same. If the reported conduct results based, in whole or in part, and if the identity of the whistle-blower is essential for the defence of the accused person, the report could be used for the purposes of the disciplinary procedure only in the presence of the whistle-blower's consent to the disclosure of his identity.

The reported person has no right to obtain information about the origin of the report nor to receive information about the personal data of the reporting party.

Data protection

The processing of personal data of the persons involved and/or mentioned in the reports must be protected in compliance with current legislation on privacy.

In particular, pursuant to article 4, paragraph 1.7 of Regulation (EU) 2016/679 (General Data Protection Regulation, hereinafter "**GDPR**"), data controller (hereinafter also "**Data Controller**") for the purpose of managing reports, is identified in the legal entity of SEA Vision S.r.l....

Pursuant to article 37 of the aforementioned Regulation, the Data Controller has appointed a "Data Protection Officer" (DPO), entrusting the assignment to a subject with all the professional skills required by law; it ensures that the data is processed in compliance of the GDPR, of the national adjustment legislation and of the instructions given by the Data Controller.

Record keeping

In order to ensure the management and traceability of reports and related activities, the Supervisory Body is responsible for filing the reports' supporting documentation for a period of 2 years from the closure of the investigative phase relating to the report. Any personal contained in the report, including those relating to the identity of the whistle-blower or other individuals, will be treated in compliance with the rules for the protection of personal data, with Regulation (EU) 2016/679 (GDPR).

Disciplinary system

Failure to comply with the principles contained in this Whistleblowing Policy entails the application of the sanctions contained in the disciplinary system adopted pursuant to the Decree based on the specific procedures provided therein.

Update of the Whistleblowing Policy

This policy and the reporting channels will be subject to periodic review aimed at ensuring constant alignment with the relevant legislation as well as depending on the operation and experience gained.