

# **WHISTLEBLOWING POLICY**

## **COMMUNICATION**

### **PURSUANT TO ARTICLE 5, PARAGRAPH 1, LETTER E) LEGISLATIVE DECREEE 24/2023**

In implementation of **Directive (EU) 2019/1937, Legislative Decree no. 24 of 10 March 2023** concerning "*the protection of whistleblowers of violations of Union law and laying down provisions concerning the protection of whistleblower of violations of national laws*" (hereinafter "**Whistleblowing Regulation**") was issued.

In compliance with the Whistleblowing Regulation, Rai Way has activated specific internal whistleblowing channels and adopted a **Procedure for the management of whistleblowing** (hereinafter "**Whistleblowing Procedure**").

**The following is the necessary information on the internal and external channels, procedures and prerequisites for whistleblowing** in compliance with the Whistleblowing Regulation and with the provisions of the Whistleblowing Procedure and, consequently, to be able to benefit from the relevant forms of protection.

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#### *Who is entitled to whistleblowing*

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Whistleblowing may be by anyone who falls into one of the following categories:

- **internal Company personnel**
- **self-employed workers, collaborators, freelancers and consultants working for the Company**
- **workers and collaborators of suppliers/providers of works, goods and services for the Company**
- **volunteers and trainees (also unpaid)**
- **shareholders and persons with functions of administration, management, control, supervision or representation of the Company, even if such functions are exercised on a de facto basis**

The protection of the Whistleblower applies **also when the legal relationship has not yet begun**, if information on violations was acquired during the selection process or in other pre-contractual phases, during the probationary period **and after the termination of the legal relationship**, if information on violations was acquired during the course of the relationship.

**Anonymous whistleblowing, although it does not constitute "whistleblowing" within the meaning of the Whistleblowing Regulation**, will be handled in accordance with the requirements (insofar as they are compatible) set out in the Whistleblowing Procedure,

**provided that the following conditions are met:**

- relate to unlawful conduct or violations that can be subject of whistleblowing under the Whistleblowing Regulation (ref. below '**WHAT CAN BE SUBJECT TO WHISTLEBLOWING**');
- contain **circumstantiated and concordant factual elements** such as to ensure the fullest possible information on the specific fact or conduct that is the subject of the whistleblowing.

**N.B. Please note that for anonymous whistleblowing, the protections set out in the Whistleblowing Regulation shall not apply, which are therein provided only for the person who has been subsequently identified and retaliated against.**

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### *What can be subject to whistleblowing*

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Pursuant to the Whistleblowing Regulation and the Whistleblowing Procedure, **violations**, of which the Whistleblower has become **aware in the working context**, consisting of conduct, acts or omissions that **damage the integrity of the Company or the public interest**, may be subject to whistleblowing, and that consist of:

- administrative, accounting, civil or criminal offences
- unlawful conduct within the meaning of Legislative Decree No. 231/2001 or violations of the organisation and management models provided for therein, of the company's Code of Ethics, and of the Anti-Corruption Policy;
- offences falling within the scope of European Union or national acts relating, in particular, to the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and protection of personal data and security of networks and information systems (the annex that specifically indicates the rules to which the Whistleblowing Regulation is applicable can be viewed, as part of the latter, at the link <https://www.normattiva.it/uri-res/N2Ls?urn:nir:stato:decreto.legislativo:2023-03-10;24@originale>)
- acts or omissions that damage the financial interests of the European Union
- acts or omissions concerning the internal market
- acts or conduct that impact the object or purpose of the provisions of acts of the European Union.

Whistleblowing shall contain information, **including reasonable suspicions**, concerning violations committed or which, on the basis of concrete elements, could be committed within the work context, as well as elements concerning conduct aimed at concealing such violations. Information that relates exclusively to **aspects of private life**, without any direct or indirect connection with the business activity of the Reported Person, cannot therefore constitute the

subject/content of a whistleblowing under the Whistleblowing Regulation and the Whistleblowing Procedure.

Furthermore, objections, claims or requests related to a **personal interest of the Whistleblower**, which relate exclusively to **individual employment relationships**, or inherent to **employment relationships with hierarchically superior figures**, do not fall within the scope of the Whistleblowing Regulation.

Communications of information relating to irregularities and/or violations that do not fall within the objective and/or subjective scope of application of the Whistleblowing Regulation received through internal channels (ref. below) will be handled in relation to profiles useful for improving the internal control and risk management system (SCIQR) of the Company, specifying that the constraints imposed by the Whistleblowing Regulation do not apply to the relative management process, without prejudice, in particular, to the adoption of measures/precautions aimed at protecting the confidentiality of the identity of the person who submitted the communication in the context of the consequent investigative activities.

Given that the acquisition of, or access to, the information subject to whistleblowing **cannot be carried out by committing a criminal offence**, it is recalled that the Whistleblower shall not incur any liability, including civil or administrative liability, for acquiring or accessing information on violations. Likewise, any liability, including civil or administrative liability, is excluded for any person who discloses information on violations covered by the obligation of secrecy or relating to the protection of copyright or the protection of personal data, or discloses information on violations that offend the reputation of the Reported Person, provided that, at the time of the disclosure, there were reasonable grounds to believe that the disclosure of the information was necessary to disclose the violation and the whistleblowing was in accordance with the requirements of the Whistleblowing Regulation.

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### *What whistleblowing shall contain*

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To the extent possible, whistleblowing shall provide **useful elements to allow the persons in charge to proceed with the due and appropriate checks and assessments** to confirm the validity of the facts subject to whistleblowing and in particular:

- personal details of the Whistleblower, with current position and role at the time of the event subject of whistleblowing at Rai Way or regarding relations with it, and points of contact;
- description of the fact that is the subject of whistleblowing, indicating, to the extent known, the circumstances of time and place in which the facts subject of whistleblowing were committed;
- if known, the personal details or other elements, such as the title or the sector where the activity was carried out at the time of the facts, which allow the identification of the Reported Person(s), if any;
- indication, to the extent known, of any other person who may report on the whistleblowing;

- any documents, insofar as known, that may confirm the correctness of the facts subject of whistleblowing and any other information that may provide useful feedback as to the existence of the facts subject of whistleblowing or even facilitate the gathering of evidence in this regard.

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### *Internal channels for whistleblowing*

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Rai Way has provided the **following internal whistleblowing channels**:

- **Dedicated IT platform** - To be **preferred**, which is accessed via the link <https://raiway.segnalazioni.net> and by following the instructions therein, which make it possible to correctly identify the recipient who will handle the whistleblowing (ref. below WHISTLEBLOWING MANAGERS);
- **Verbal whistleblowing** - via the voice messaging system on the dedicated IT platform mentioned in the previous point;
- **Paper mail** - in a double sealed envelope, the **first** with the identification data of the Whistleblower together with a photocopy of an identification document (indicating a confidential, non-company address, to which reference can be made in order to provide feedback on the whistleblowing received), the **second** envelope with the whistleblowing; both envelopes shall then be inserted in a **third** sealed envelope to be sent to the Company's registered office, **addressed to the strictly confidential attention of the Head of the Audit Function of Rai Way S.p.A.** Where the whistleblowing has that Head or another member of the Audit Function as its Reported Person, it must be addressed to the **strictly confidential attention of the Chair of the Supervisory Body.**

**NB It is recommended to indicate on the outer envelope (third envelope) that it is a 'Whistleblowing Report'.**

**It is forbidden to open envelopes bearing these names by anyone other than those mentioned above (ref. also below WHAT TO DO IF YOU RECEIVE A WHISTLEBLOWING REPORT IN ERROR).**

**Through one of the aforementioned internal channels**, it is still possible to request a **direct meeting** for verbal whistleblowing. On that occasion, the whistleblowing will be documented, subject to the consent of the Whistleblower, either by recording it on a device suitable for storing and listening to it or by means of a special whistleblowing report.

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### *Whistleblowing Managers*

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**The management of whistleblowing** received through the internal channels indicated above **is entrusted to the Rai Way Audit Function.**

In the event that the whistleblowing concerns one of the members of the Audit Function, the handling of the whistleblowing shall be the responsibility of the **Chair of the Supervisory Body.**

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### *What to do if you receive a whistleblowing report in error*

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Without prejudice to the **absolute prohibition of opening paper packages on which a 'Whistleblowing Report' is indicated as content**, anyone, other than the person in charge of **handling whistleblowing**, who receives a whistleblowing report that has passed outside the dedicated channels, is required to **forward it without delay**, and in any case **within seven days of receipt**, in original and with any annexes, to the **Audit function** (or to the **Chair of the Supervisory Body** for whistleblowing relating to the Audit function itself), using one of the dedicated channels (ref. above), in accordance with the utmost confidentiality and in a manner suitable to protect the Whistleblower and the identity and honour of the Reported Persons, **refraining from any initiative or communication** that might prejudice such aspects and the effectiveness of the subsequent investigations, **simultaneously notifying the Whistleblower of the sending.**

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### *External whistleblowing channel*

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It is possible to proceed with whistleblowing using **the external channel of the National Anti-Corruption Authority (ANAC)** according to the modalities made available by the Authority and the specifications of which are available on its web page at the following link <https://www.anticorruzione.it/-/whistleblowing>, **if, at the time of sending, one of the following conditions set out in the Whistleblowing Regulation is met:**

- the internal whistleblowing channel is not active or does not comply with the requirements of the aforementioned Regulation;
- the Whistleblower has already made an internal whistleblowing report in the prescribed manner **without** it having been **followed up**;
- the Whistleblower has **reasonable grounds** to believe that, if it were internal whistleblowing, it **would not be effectively followed up** or that the whistleblowing might give rise to the **risk of retaliation**;
- the Whistleblower has **reasonable grounds** to believe that the violation may constitute an **imminent or obvious danger to the public interest.**

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## *How whistleblowing is managed*

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The **Manager of whistleblowing** received through the internal channels (Audit Function or Chair of the Supervisory Body), upon receipt of the whistleblowing, is required to:

- **notify the Whistleblower of the receipt** of the whistleblowing within 7 days of its receipt;
- **maintain discussion with the Whistleblower**, being able to ask the latter for supplementary information if necessary;
- **diligently follow up the whistleblowing** received and, therefore, carry out the necessary investigation, also by using personnel from within or outside the organisation (always in compliance with confidentiality obligations);
- **provide feedback to the Whistleblower** within 3 months from the date of notice of receipt of the whistleblowing (or, in the absence of such notice, from the expiry of 7 days from receipt) as to the follow-up (i.e. the action taken to assess the existence of the facts reported, the outcome of the investigation and the measures adopted, if any) that has been given or that is intended to be given to the whistleblowing.

The **Manager of whistleblowing** may, in particular, for investigation purposes:

- **communicate with the Whistleblower** to receive further information, documentation and evidence deemed necessary;
- **involve competent corporate structures/organisations** and/or request the cooperation of **external third parties**, while guaranteeing in any case the protection of the confidentiality of the identity of the Whistleblower, of the Reported Person and of the persons mentioned in the whistleblowing in any capacity (ref. below GUARANTEES AND PROTECTIONS).

Upon completion of the activities, the Manager of whistleblowing shall **notify the Whistleblower of the final outcome of the activities carried out**, which may consist of:

- **archiving** the whistleblowing deemed **inadmissible** (due to lack of objective and/or subjective requirements) or, at the outcome of the preliminary investigation, **unfounded**;
- **outcome of the investigations and any provisions and/or measures adopted**, if the whistleblowing is deemed well-founded.

With regard to whistleblowing sent to ANAC through the external channel, the procedures for handling them are available on the Authority's website (<https://www.anticorruzione.it/-/whistleblowing>).

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## *Guarantees and protections*

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The Whistleblowing Regulation provides, under certain conditions, specific guarantees and



protections in favour of the Whistleblower, in some cases also extended to other expressly identified persons.

#### *Confidentiality*

**The identity of the Whistleblower** - and all the elements of the whistleblowing from which the identification of the person can be inferred, even indirectly - **may not be disclosed** to persons other than the Manager of whistleblowing, **unless** the Whistleblower has given **express consent** to disclosure.

The protection of confidentiality is extended to the identity of the **persons involved (Reported Person) and of the persons in any case mentioned in the whistleblowing** until the conclusion of the proceedings initiated as a result of the whistleblowing, subject to the same guarantees provided for in favour of the Whistleblower.

#### *Prohibition of retaliation*

Dismissal, change of job, adoption of disciplinary measures, as well as any other conduct, act or omission, even if only attempted or threatened, carried out by the organisation by reason of the whistleblowing, which causes or may cause unjust damage to the Whistleblower, shall be null and void.

The protection measures of the Whistleblower shall extend to the '**facilitator**' (i.e. the natural person assisting the Whistleblower in the whistleblowing process, operating in the same work context and whose assistance shall be kept confidential), to **persons in the same work context as the Whistleblower** and who are linked to the Whistleblower by a stable emotional or family relationship up to the fourth degree, to **colleagues** of the Whistleblower who work in the same work context and have a regular and current relationship with the Whistleblower, to **entities owned by or for which the Whistleblower works**, and to **entities operating in the same work context**.

The adoption of retaliatory measures **may be communicated to the ANAC** by those who have suffered them, who will inform the relevant entities for measures within their competence.

#### *Conditions for protection*

Protection against retaliatory conduct is not granted to the Whistleblower when:

- at the time of the whistleblowing, the **Whistleblower had no reasonable grounds** to believe that the information on the reported violations **was true and fell within the scope of the Whistleblowing Regulation**;
- the whistleblowing was **not in accordance with the relevant indications set out in the Whistleblowing Regulation**;
- the following is **ascertained**, also by a judgement of first instance: **i) the criminal liability of the Whistleblower** for offences of **defamation** or **slander** or, in any case, for the same offences committed with the report to the judicial or accounting Authorities, as provided for by the Whistleblowing Regulation; or **ii) the civil liability thereof**, for the same title, in cases of **wilful misconduct or gross negligence**. **In such cases, a disciplinary sanction may be imposed on the Whistleblower or reporting person.**

In any case, the **reasons** for the whistleblowing are **irrelevant** for the protection thereof.

**N.B. Please note that for anonymous whistleblowing (ref. above), the protections set out in the Whistleblowing Regulation shall not apply, which are therein provided only for the person if the Whistleblower has been subsequently identified and retaliated against.**

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### *Personal data protection and storage*

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In addition to the information provided at the start of the existing legal relationship, **pursuant to Articles 13 and 14, Regulation (EU) 2016/679** (hereinafter: GDPR), **Rai Way S.p.A., as data controller**, informs potential whistleblowers, reported persons, facilitators and any other physical person potentially involved in the management of whistleblowing that the processing of personal data may concern heterogeneous categories of information related to physical persons, including, at least potentially, special categories of personal data (art. 9, GDPR) and personal data related to criminal convictions and crimes (art. 10, GDPR). Legal bases legitimising the processing are the fulfilment of a legal obligation (Art. 6(1)(c), GDPR) and, with regard to special and criminal data, respectively, the provisions of Art. 9(2)(g) and Art. 10, in conjunction with Art. 2-octies, Legislative Decree 196/2003.

The identification data of the Whistleblower will be visible only by the dedicated internal function characterised by the autonomy prescribed by the Decree; in the event of use of the IT platform, the data will be processed by external companies supplying the platform itself and acting as data processors pursuant to Article 28, GDPR and any technological or telecommunications sub-suppliers; any consent to the disclosure of the identification data of the Whistleblower will entail potential processing by other offices and corporate functions and, if deemed appropriate or necessary, also by third-party professionals, consultants. No further cases of disclosure of personal data are envisaged, except in cases of exercising the rights to assert or defend a right of the data controller or data processor or of third parties, or obligations imposed on the Data Controller and/or corporate functions by law or supervision. **No personal data will be transferred or stored outside the European Economic Area.**

Personal data that are clearly not useful for processing a specific whistleblowing report are not collected or, if accidentally collected, are deleted immediately. In any case, **the data will be kept for a period not exceeding five years from the date of the communication of the final outcome of the whistleblowing procedure.**

Every data subject is entitled to the rights provided for in Articles 15 et seq. of the GDPR, with the limits provided for in paragraph f, paragraph 1, Art. 2-undecies, Legislative Decree 196/2003, as amended by the same Legislative Decree 24/2023. Therefore, the rights referred to in the aforementioned articles may not be exercised where the exercise of those rights would result in actual and concrete prejudice to the confidentiality of the identity of the Whistleblower. The right to revoke previously issued consents is unaffected.

**To exercise your rights**, you can contact the Data Controller **by writing to RAI WAY S.p.A.**, tax code and VAT no. 05820021003, with registered office in **Via Teulada, 66, 00195 – Rome** or by sending an e-mail to **raiway@postacertificata.rai.it**.



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### *Dissemination of the policy*

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For the purposes of Article 5(1)(e) of Legislative Decree 24/2003, this Policy is published on the Company's **corporate intranet** as well as in the 'Whistleblowing' section **of its website**.