

Whistleblowing policy

of SEA Vision S.r.l.

Approved by the Board of Directors of SEA Vision S.r.l. on 29th September 2023



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.

On 30 March 2023, in transposition of Directive (EU) 2019/1937, Legislative Decree no. 24 of 10 March 2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national legal provisions" also entered into force.

The provisions 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, it has been provided that the model must provide:

1. the establishment of internal reporting channels pursuant to Art. 4 and in accordance with the procedures indicated in Art. 5, of Legislative Decree no. 24 of 10 March 2023;
2. the possibility, for the whistleblower, to make an external report² upon the occurrence of one of the conditions listed in Art. 6 of Legislative Decree no. 24 of 10 March 2023;
3. the right, for the whistleblower, to carry out a public disclosure, enjoying the protection provided for by Legislative Decree no. 24 of 10 March 2023 upon the occurrence of the conditions listed in Art. 15 of the aforementioned decree.
4. the prohibition to commit directly or indirectly acts of retaliation or discriminatory against the whistleblower for reasons directly or indirectly linked to the report;
5. the introduction of a disciplinary system suitable for pursuing both the violation of the measures to protect the whistleblower and those who make - with wilful misconduct or gross negligence - reports that, following investigations, turn out to be unfounded;

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.

² The body in charge of managing external reporting is the National Anti-Corruption Authority ("ANAC"). The external report must be sent "*in written form via the IT platform or orally through telephone lines or voice messaging systems or, at the request of the reporting person, through a face-to-face meeting set within a reasonable time*".



6. 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 whistleblower 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.

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.

In particular, the figure of the whistleblower includes a heterogeneous category of persons, such as, but not limited to, shareholders and members of the administrative, management or supervisory body (including non-executive members), paid and unpaid volunteers and trainees, any worker under the supervision and direction of contractors and suppliers, any person whose employment relationship has not yet begun, if the information regarding the breach was acquired during the selection process or other stages of pre-contractual negotiations.

From a sanctioning point of view, Legislative Decree 24/2023 provided in Art. 21 that the National Anti-Corruption Authority ("ANAC") may apply the following administrative fines:

- from €10,000.00 to €50,000.00 when it ascertains the occurrence of retaliation or when it ascertains that the report has been obstructed or that an attempt has been made to obstruct it or that the obligation of confidentiality referred to in Art. 12;
- from €10,000.00 to €50,000.00 when it ascertains that no reporting channels have been established, that procedures have not been adopted for the drafting and management of reports or that the adoption of such procedures does not comply with those referred to in Articles 4 and 5, as well as when it ascertains that the verification and analysis of the reports received has not been carried out;
- from €500 to €2,500.00 in the case referred to in Article 16, paragraph 3, unless the reporting person has been convicted, even in the first instance, of the crimes of defamation or slander or in any case for the same crimes committed with the complaint to the judicial or accounting authorities.

The scope of the Whistleblowing Policy

SEA Vision S.r.l. 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 Company, 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 and Legislative Decree 24/2023, SEA Vision identifies operational guidelines aimed at protecting any Recipient of the Model adopted by SEA Vision 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.

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";
- implement Legislative Decree No. 24 of 10 March 2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national legal provisions".

Recipients and content of the report

The Recipients of this Policy are:

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

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 whistleblower 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:



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- the personal details of the whistleblower, 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, within 7 days from the receipt of the report, notifying the reporting person at the same time.

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.



Reports from Recipients of the Model and third parties may be made in the following alternative modalities³:

- in writing, to a specific platform implemented by the Company suitable for guaranteeing the confidentiality of the identity of the reporter, accessible at the following link: <https://seavision.wallbreakers.it/#/>;
- orally, by telephone line and, at the request of the reporting party, by means of face-to-face meeting arranged with the members of the Company's Supervisory Body within a reasonable period of the time from the reporting party's request.

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"⁴ 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 whistleblower, 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 is required to:

³ The assessment of the suitability of the implemented channels was carried out by the Company by consulting the '*Guidelines on the protection of persons who report violations of Union law and protection of persons who report violations of national laws. Procedures for the submission and management of external reports*', approved by the National Anti-Corruption Authority with Resolution No. 311 of 12 July 2023.

⁴ 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.



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- issue the whistleblower with an acknowledgement of receipt of the report within seven (7) days from the date of receipt;
 - to maintain dialogue with the whistleblower, requesting additions, if necessary;
 - to diligently follow up on the reports received;
 - to provide feedback to the whistleblower within three (3) months from the date of the acknowledgment of receipt or, in the absence of the notice, within three (3) months after the expiry of the period of seven (7) days from the submission of the report;
 - provide clear information on the channel, procedures and conditions for reporting, both internal and external.

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;
- 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 (for example, legal action, suspension/cancellation of Suppliers from the list of Suppliers of the SEA Vision);
- e.* request, if possible, a disciplinary proceeding against the whistleblower, in case of reports in relation to which the bad faith of the whistleblower 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;
- b.* 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.

The Supervisory Body proceeds as above also with reference to the reports for which it is not possible to ascertain the identity of the whistleblower 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.

Protection and responsibility of the whistleblower



No retaliation or discrimination against the whistleblower acting in good faith are prohibited. Furthermore, the law provides for sanctions against those who violate the protection measures of the whistleblower. The law provides for sanctions against the whistleblowers 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 Company. The Company will also be able to undertake the appropriate legal initiatives.

The protection of the whistleblower 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.

The protection measures described above also apply, by way of example, to the facilitators, to persons in the same work environment as the reporting person and who are linked to him/her by a stable emotional or kinship relationship up to the fourth degree, to colleagues of the reporting person who work in the same work environment and who have a habitual and current relationship with him/her, and to entities owned by or for which the reporting person works, as well as to entities operating in the same work environment as the reporting person.

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. If actions are taken against the whistleblower as a result of the whistleblowing proceedings, the whistleblower shall be protected against any negative effects other than those envisaged by the measures taken.

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 whistleblower incurs in criminal responsibility by way of calumny or defamation pursuant to the provisions of the Criminal Code;
- the whistleblower 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;



- in all other cases that regulate the obligation of confidentiality indicated in Art. 12 of Legislative Decree no. 24/2023.

As part of the disciplinary procedure, the identity of the whistleblower 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 whistleblower 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 whistleblower'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 the time necessary to process the report itself and in any case for a period not exceeding 5 years from the date of communication of the final outcome of the reporting procedure. Any personal contained in the report, including those relating to the identity of the whistleblower 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.