



Group Procedure

Whistleblowing Procedure

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TITLE: Whistleblowing Procedure**Author:**

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Linked procedures:

List of external procedures and normative dispositions linked

Law/Regulation/ Procedure Code	Procedure Name	Note
IT – L 179/2017	Whistleblowing Law	“Disposizioni per la tutela degli autori di segnalazioni di reati o irregolarità di cui siano venuti a conoscenza nell’ambito di un rapporto di lavoro pubblico o privato”
EU - Opinion 1/2016 00195/06/EU – WP 117 – Article 29 Data Protection Working Party	Application of EU data protection rules to internal whistleblowing schemes in the field of accounting, internal accounting controls, auditing, fight against bribery, banking and financial crimes	
EU – Regulation 679/2016/EU	GDPR – General Data Protection Regulation	Privacy
Code of Ethics	Code of Ethics	
Organizational, Management and Control Model ex Italian Legislative Decree 231/2001	Organizational, Management and Control Model ex Italian Legislative Decree 231/2001	
IT - T.U.L.P.S. art. 134	Testo Unico delle Leggi di Pubblica sicurezza	Investigations on behalf of private individuals
ISO37001	Anti-bribery management systems	
Dutch Whistleblowers Act	House for Whistleblowers Act (<i>Wet huis voor klokkenluiders</i>)	

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1. Aim

The procedure regulates the process of Whistleblowing in its step of receiving, registering, analyzing and processing reports from whoever sends them, whether Employees or Third Parties, sent as signed or anonymously.

For Italian companies, it complies with the Organizational, Management and Control Model ex Italian Legislative Decree 231/2001.

Whistleblowing concerns situations of suspected or alleged violations of business ethics as outlined in the Code of Ethics, financial and accounting fraud, and (sexual) harassment, intimidation or discriminatory behavior towards employees or third parties and for Italian Companies any violation of the Organizational, Management and Control Model (as per art.6 comma 2bis let. a).

This procedure is designed to enable Employees of the Company, and Third Parties, to raise concerns internally and to disclose information which the individual believes shows malpractice or impropriety. It is intended to cover only those disclosed concerns which are relevant to the Company; they may be investigated separately, at least initially, but might then lead to the invocation of other procedures such as disciplinary sanctions as foreseen by the national labor and civil laws.

These concerns could include:

- **Abuse of authority**
- **Breach of contract**
- **Manipulation of Company data/records**
- **Criminal offence or activity**
- **Disclose/leakage of confidential or propriety information**
- **Fraud, corruption and bribery**
- **Financial malpractice or impropriety or fraud**
- **Failure to comply with a legal obligation, regulations or statutes**
- **A risk for the functioning of public services or a company**
- **Dangers to Health, Safety or Environment**
- **Aggression in the workplace**
- **Other irregularities and unethical behavior**
- **Attempts to conceal any of the above**
- **And any other conduct punishable by criminal law**

Group will treat all such Whistleblower's disclosures as strictly confidential, under the privacy laws in force. It is hence required that the Internal Whistleblower Committee, and everyone involved in the process:

- **maintains complete confidentiality/secretcy of the matter**
- **does not discuss the matter in any informal/social gatherings/meetings**
- **discusses the concern with the persons required and only to the extent and for the purpose of completing the process and investigations**
- **does not keep documents unattended anywhere at any time**
- **keeps the electronic mails/files under password**

In case of not attaining in compliance on the above, it shall be considered responsible and held liable for appropriate disciplinary actions.

It is so reaffirmed the Group's commitment to safeguarding the anonymity of the Whistleblower (the person who files a written whistleblowing regarding an ethical breach either in a signed or anonymous way).

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual and complete protection from any kind of unfair treatment will be granted. Any abuse of this protection will warrant disciplinary action. An individual who is punished or treated unreasonably as a result of the Whistleblower's reporting must inform the Head of Internal Audit immediately. Such punishment or treatment will have consequences for the person who initiates, encourages and/or carries out the punishment or unreasonable treatment.

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In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations (bad faith), and particularly if she/he persists with making them, disciplinary action may be taken against that individual.

The procedure embeds principles such as the one of data privacy, segregation of duty, avoidance of conflict of interests and to leave to deal with penalties and sanctions to the proper Functions, as defined by Ariston Group and in compliance with national labour and civil laws.

2. Glossary

- **Disciplinary Action:** means any action that can be taken on the completion or during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit, considering the gravity of the matter and the Country labor contract;
- **Employee:** means every internal and external (i.e. consultants) workers of the Group;
- **Protected Disclosure:** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical activity;
- **Subject:** means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation;
- **Whistleblower:** someone who makes a protected disclosure under this Procedure; and
- **Whistleblowing Internal Committee:** Internal Audit Committee's Members (*Chairman, Chief Executive Officer, Human Resources and Organization Director, Group CFO, Head of Internal Audit*) and the *Group General Counsel*.

3. Scope

The procedure applies to all Group Legal Entities and all Employees in all Countries and Third parties. Ariston Group commits itself, insofar as reasonable and according to circumstances, to ensure that the Companies and Legal Entities in which Ariston Holding N.V. holds minority shares, meet the standards set forth by this Annex.

The procedure is applicable to all Legal Entities controlled by Ariston Holding N.V. in their countries of incorporation, in compliance with local rules and regulations.

The procedure does not modify, in any of its part, for the Ariston Group Legal Entities subject to Italian laws, the way to signaling to the Surveillance Bodies, where established, and their surveillance powers for subjects and issues of own competence, as per what is defined by actual laws and by the Organizational, Management and Control Model ex D. Lgs. 231/2001.

The management of whistleblowing and its data processing for the purpose of privacy is also ensured by Ariston Holding N.V. in the interest of its Subsidiaries in accordance with the Privacy code (Italian Legislative Decree 196/2003 and subsequent amendments and integrations thereto), laws and regulations.

Confidentiality requirements underlying the preliminary investigations are also ensured by the functions involved.

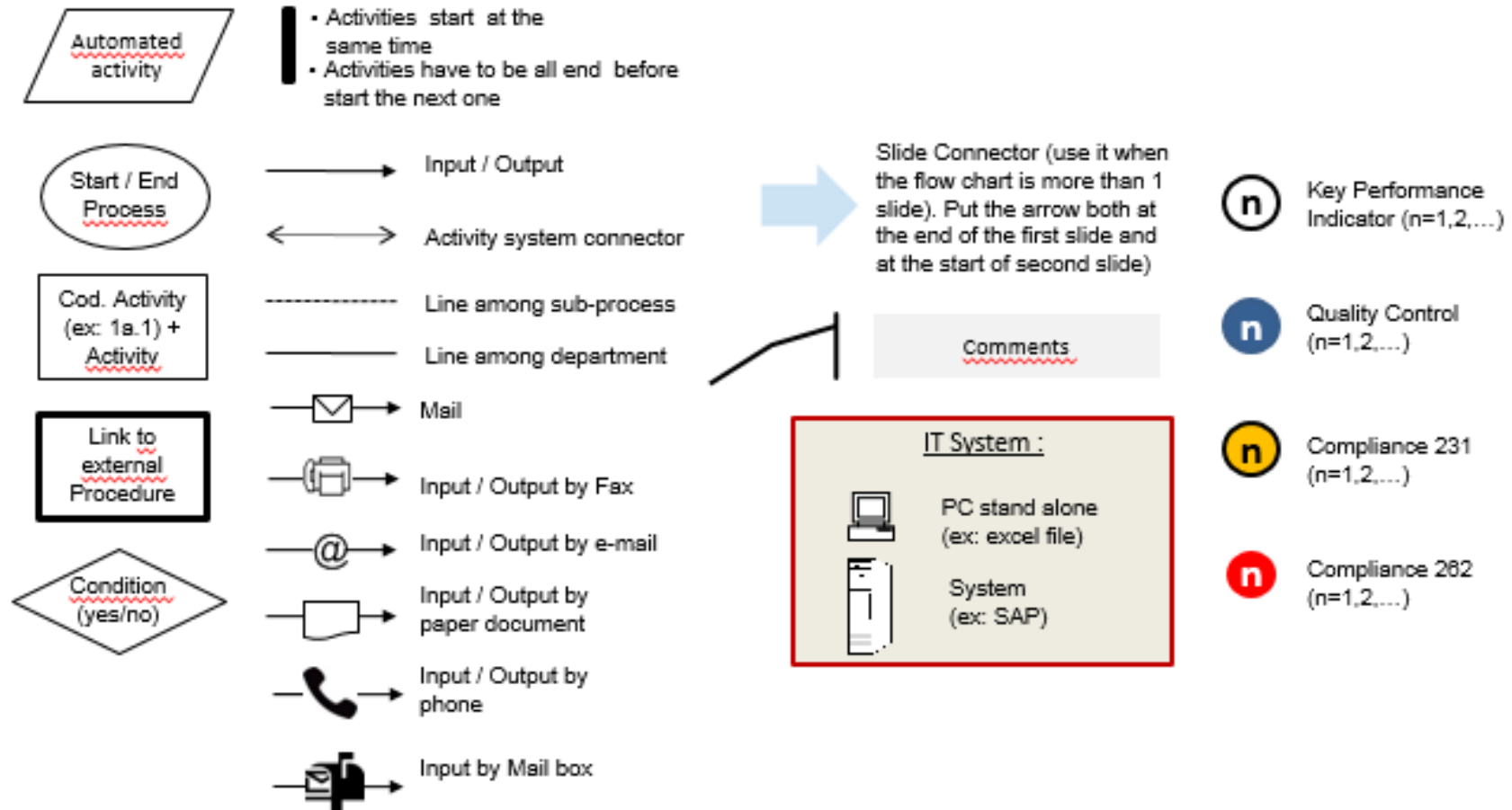
4. Involved Departments

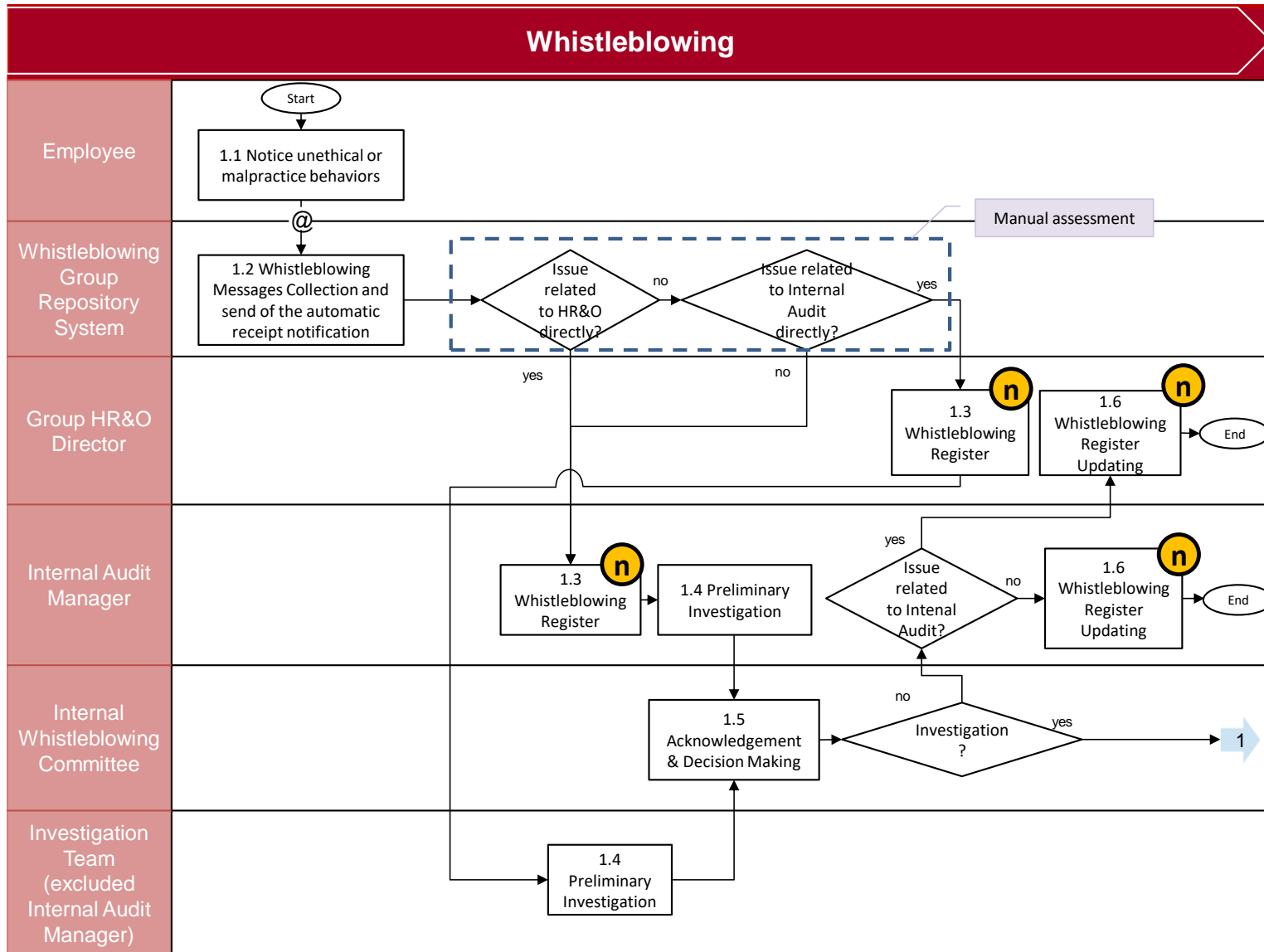
List of individuals/Company's Bodies involved in the procedure execution and their responsibility:

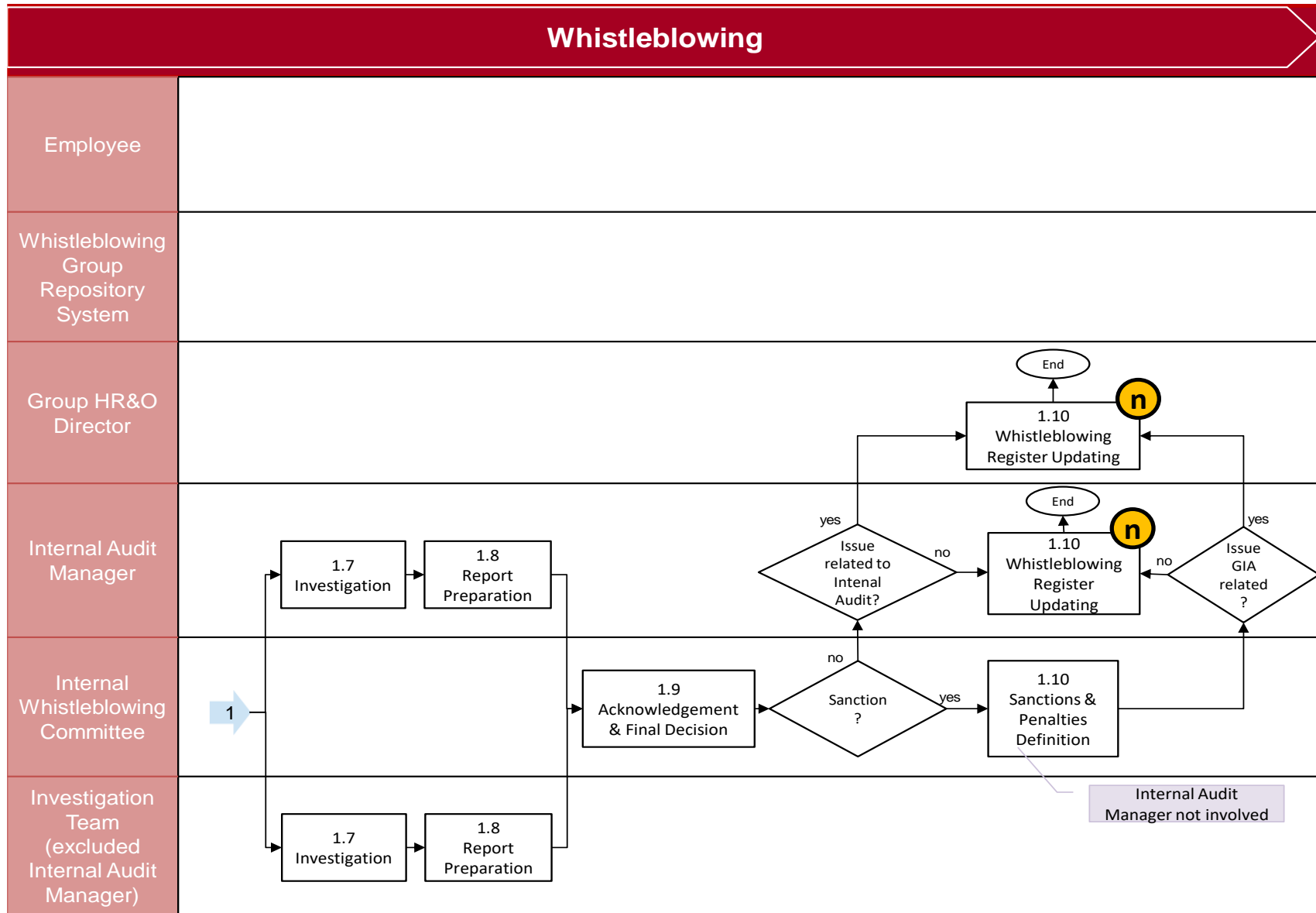
Department	Responsibility
Employee	Raise concerns internally disclosing information which the individual believes shows unethical behavior or malpractice
whistleblowing@ariston.com	<p>Collect the warning received (it is not applicable oral form of warnings). The operative super-user entitled to manage the e-box are Internal Audit Manager and Group HR&O Director (under the four eyes principle). There is an ICT System Administrator which is the administrative super-user for which, in case of force majeure (i.e. e-box maintenance, problem solving), can step in to it but for doing so an approval will have to be previously obtained by Internal Audit Manager and Group HR&O Director in order to comply with Privacy regulations</p>
Internal Audit	<ul style="list-style-type: none"> - Update the Whistleblowing Register - Assess the reliability of the concern/warning received - Investigate the concern/warning received - Prepare the Report for the Whistleblowing Internal Committee - Ensuring that records are duly traced and are accessible to the Whistleblowing Committee and President of Surveillance Body under the Italian Legislative Decree 231/2001 - Safeguarding the Whistleblower's anonymity and privacy to protect Whistleblowers from retribution - Ensuring the data privacy of the data supporting tool
Group HR&O	<ul style="list-style-type: none"> - Update the Whistleblowing Register in case Internal Audit Manager is alleged to be involved
Whistleblowing Internal Committee	<p>Whistleblowing Internal Committee and Surveillance Body as per D.Lgs 231/01 are informed about the Investigation results through an ad hoc Report, evaluating the necessity to extend the investigations (with internal functions and/or external support) or take actions and sanctions/penalties application with respect to the whistleblowing received (the applications of which are applied without the involvement of Internal Audit Manager).</p> <p>In case of Internal Audit Manager is alleged of involvement, the Chairman, within the Whistleblowing Internal Committee, without the Internal Audit Manager himself, evaluates the necessity to perform an investigation and the resources to be involved and the possibility to take actions with respect to the warning received</p>

5. Process flow chart and Activities Description

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Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.1	<p>Notice unethical or malpractice behaviors</p> <p>Any Employee of the Company (or a Third Party) has the possibility to raise concerns internally disclosing information which the individual believes shows, in good faith, malpractice or impropriety.</p> <p>The double channels to sending a whistleblowing is through official Group web site and email address: www.aristongroup.com/en/governance/whistleblowing And whistleblowing@ariston.com</p> <p>In case a written whistleblowing is sent to another Employee and not in the e-box duly created, it will be required the receiver to address the message to the e-box created inserting in carbon copy - Cc - the sender (in case the Whistleblower is a Group Employee). Then the process will continue on its designed flow.</p> <p>Any Employee of the Company and the persons who are the subject of the whistleblowing, may at any time, at their own expense and subject to a signed non-disclosure agreement appoint a person from within or outside the organization as a counsellor in order to discuss the whistleblowing notification and/or to support them in the investigation and may also request the advice department of the House for Whistleblowers (as meant in section 3 of the Dutch Whistleblowers Act) for information, advice and support regarding the whistleblowing.</p>	<i>Employee</i>	-	<p>Email received in box cannot be deleted</p> <p>Emails will be matched with Whistleblowing Register, the match shall be 1:1</p>

Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.2	<p>Whistleblowing Message Collection and sending of the automatic receipt notification</p> <p>The process is under the responsibility of Head of Internal Audit but, in compliance with the four eyes principle and for avoiding eventual conflict of interests, the email box is co-administrated with Group HR&O Director.</p> <p>The updating and matching of messages received and the Whistleblowing Register, is ensured by Internal Audit Manager.</p> <p>The Group HR&O Director is instead in charge of dealing with the case, if Head of Internal Audit (or a member of his team) is alleged to be the object of the Whistleblower.</p> <p>In this case the dealing with the message and the updating of the Whistleblowing Register is ensured by Group HR&O Director.</p> <p>In case the message is not written in English or Italian language, it will be translated by Internal Audit Manager and Group HR&O Director.</p>	<p><i>Head of Internal Audit</i></p> <p>-</p> <p><i>Group HR&O Director</i></p>	<p>GIA.MD025Tt-Whistleblowing Register (facsimile)</p>	<p>Whistleblowing Register</p>
	<p>Automatic Standard Confirmation Receipt/Confirmation Acknowledge</p> <p>Once the Whistleblower's email is read it will be sent an automatic response (in both English and Italian language) to the Whistleblower in which is assured that the concern is taken in charge, the confidentiality ensured by the law in force and that no further actions are requested by the Whistleblower.</p> <p>GIA.TB005Tt-01 Automatic Standard Confirmation Receipt (Email body_EN_IT)</p>	<p><i>Whistleblowing Group Repository System</i></p>	<p>GIA.TB005Tt-01 Automatic Standard Confirmation Receipt (Email body_EN_IT)</p>	<p>-</p>

Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.3	<p>Whistleblowing Register</p> <p>The Whistleblower Register is thought for managing the entire process, with the maintenance of information in all sub-steps.</p> <p>GIA.MD025Tt-Whistleblowing Register (facsimile)</p> <p>Internal Audit Manager updates the Whistleblowing Register, indicating a series of information such as the current status of the whistleblowing serial number tracking file (Open, Rejected, Under investigation, Closed) and the Result Cluster (Allegation confirmed, Allegation not confirmed with issues, Allegation not confirmed).</p> <p>The Group HR&O Director is instead in charge of dealing with it, if Internal Audit Manager is alleged to be the object of the Whistleblower.</p> <p>Register and all info shall be stored in an appropriate way (sharing technology with authorization profile management) in order to grant the confidentiality of the information.</p> <p>The tool will also be used to manually update the Surveillance Body and the President of the D. Lgs.231/01</p>	<p><i>Head of Internal Audit</i></p> <p><i>Group HR&O Director</i></p>	<p>GIA.MD025Tt-Whistleblowing Register (facsimile)</p>	<p>Whistleblowing Register</p>

Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.4	<p>Preliminary Investigation</p> <p>Supported by Group HR&O Director and the competent functions, depending on the alleged concern raised, the Internal Audit will be accountable for the Preliminary Investigation unless is the object of alleged concern, in this case the Group HR&O Director will be the accountable.</p> <p>This step is intended to be the sole filter for the Whistleblowing Internal Committee's acknowledgment and decision making step.</p> <p>The principles that leads to a 'go', 'no-go' (archiving proposal with motivation) decision are, between others also possible, the following:</p> <p>Materiality (risk-based approach, reputational, amount involved) Likelihood of arriving to an end of the investigation</p> <p>Based on the information gathered the responsible will propose to Whistleblowing Internal Committee:</p> <p>Confirmation of the 'go'/'no go' for detailed investigation Budget request Identify the function/s deputed to be part of the Investigation Team Definition of the resources allowed to have access to the confidential info as well as means of communication</p> <p>It is at this stage that is evaluated the opportunity to:</p> <p>Delegate part or in full to third party the execution of investigation for lack of specific internal skills Trigger the internal consultation in order to guarantee legality of investigations result and eventual opposition in front of Country's Justice Court</p> <p>A Report will be stored in proper archive in order to leave track of the teamwork. This is the document used for a Whistleblowing decision.</p>	<p><i>Head of Internal Audit / Team di Investigazione (no Internal Audit Manager)</i></p>	-	<p>Report Preliminary Investigation</p>

Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.5 / 1.6	<p>Acknowledgement & Decision Making</p> <p>From the Report of the Preliminary Investigation Team the Whistleblowing Internal Committee will decide whether to further proceed or stop the process (without Head of Internal Audit if alleged of the concern). In the former case the process will continue and Whistleblowing Register duly updated as described for activity 1.3 (1.6).</p>	<p><i>Whistleblowing Internal Committee</i></p> <p><i>Head of Internal Audit</i></p> <p>-</p> <p><i>Group HR&O Director</i></p>	-	Whistleblowing Register
1.7 / 1.8	<p>Investigation & Report Preparation</p> <p>Head of Internal Audit is accountable (unless being object of the alleged concern, in such case the Group HR&O Director will be the accountable) of the process. Investigations Team is made up by operational function based on the topic and issue to deal with: Internal Audit, HR&O, Compliance, Legal, ICT Security, HSE, and/or external consultants could be part of the operative team based on the mandate appointed by the process responsible. Any information shared shall be preventively assessed by the accountable and is intended to be confidential and subject to data privacy laws. In case external consultants will be integrated in the work-team it will be required to be signed a Non-Disclosure Agreement (NDA). Aim of the investigation is to report the facts based on criteria of objectivity, analyzing evidences and findings through Audit and Investigation criteria and best practices (forensic audit). The result will be a Report to be presented to the Whistleblowing Internal Committee in order to define the trueness or not of the Whistleblowing message and the eventual breach/es on the Internal Control System. The result will be used for presenting a Remediation Plan in order to eventually mitigate the risk and enhance the Internal Control System.</p>	<p><i>Head of Internal Audit / Investigation Team (no Head of Internal Audit)</i></p>	-	Investigation Report

Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.9	<p>Acknowledgement & Final Decision</p> <p>Whistleblowing Internal Committee (without Internal Audit) is the body entitled to define and close the Investigation, and to validate the eventual Remediation Plan (in both cases either the case is tagged as 'Allegation confirmed' or 'Allegation not confirmed with issues'). All above is tracked in the Memo of the Whistleblowing Committee and in the tool of Whistleblowing document archiving.</p> <p>Whistleblowing Internal Committee (without Internal Audit) and the competent Function/s in respect of the alleged issue, at this stage confirmed, are the ones deputed and accountable to define the sanction/s and penalty/ies in application of the Code of Ethics and Country's labor laws valid and applicable.</p>	<p><i>Whistleblowing Internal Committee (excluded of Internal Audit)</i></p>	-	<p>Investigation Report</p> <p>Whistleblowing Committee Memo</p>
1.10	<p>Whistleblowing Register Updating</p> <p>Head of Internal Audit updates the Whistleblowing Register, indicating the current status of the action tracked by serial number (open, under investigation, closed, etc.). In case the Head of Internal Audit is alleged of concern the process accountable is the Group HR&O Director.</p> <p>Register and all info shall be stored in an appropriate way (sharing technology with authorization profile management) in order to grant the confidentiality of the information.</p> <p>At this stage decisions and Report shall be then shared with the President of Surveillance Body as per Italian Legislative Decree 231/2001. </p>	<p><i>Head of Internal Audit</i></p> <p><i>Group HR&O Director</i></p>	-	<p>Whistleblowing Register</p>

Activity Code	Activities Description	Activity Responsibility	Annex	Process Control/KPI
1.11	<p>External reporting</p> <p>Under certain circumstances, a report of suspected wrongdoing may be made to the Dutch House for Whistleblowers (<i>Huis voor Klokkenuiders</i>) or at the Dutch Ministry of Justice (<i>Ministerie van Justitie</i>).</p> <p>A report to this external body will take place in the event that:</p> <ul style="list-style-type: none"> a) internal reporting may reasonably not be expected; b) immediate danger, whereby a serious and urgent public interest makes immediate reporting to such third party necessary; c) the whistleblowing has not been resolved following an internal report; and d) an external notification applies (please refer to www.huisvoorklokkenuiders.nl). 			