

# Bracco Group Whistleblowing Policy



LIFE FROM INSIDE

<i>Issuer division:</i> Corporate Internal Audit Doc. Type: <b>Policy</b> Doc. no. CIA-P-0-0-001E02		To update within three years
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### Glossary

**231 activity** - Any activity related to the commission of one of the crimes set out in Legislative Decree no. 231/2001.

**Whistleblowing Committee** - The Committee with representatives from Corporate Internal Audit, Global Legal Affairs and Human Resources.

**Legislative Decree no. 231/2001** or the **Decree** - Legislative Decree no. 231 of 8 June 2001 concerning "*the administrative liability of legal entities, companies and associations, even without legal personality, pursuant to Article 11 of Law no. 300 of 29 September 2000,*" as amended and integrated.

**Department** - Each Department at Bracco Group Companies.

**Organisational Model** - The Organisational, Management and Control Model pursuant to letter a), subsection 1, Article 6 of Legislative Decree no. 231/2001, adopted by each Italian Company in the Group.

**Supervisory Body or SB** - The body envisaged by Article 6 of the Decree, in charge of monitoring the functioning of and compliance with the Model and its updating, for each Italian Company in the Group.

**Whistleblower** - A person who makes a whistleblowing report.

**Accused** - A person in the Group or outside of it who is the subject of a whistleblowing report.

**Whistleblowing Report** - Any communication received by the Company concerning the conduct (of any type, even if a mere omission) of people in the Company or third parties that might be irregular or a violation of laws, regulations and/or internal procedures.

**Company** - Each Company in the Bracco Group.

**Preliminary Whistleblowing Report** - The report drawn up by Corporate Internal Audit following its preliminary analysis of a matter.

**Whistleblowing Investigation Report** - The report drawn up by Corporate Internal Audit following the conclusion of the whistleblowing process.

**Record of Whistleblowing Reports** - This is a record in which all whistleblowing reports are officially recorded, with a summary of the preliminary analysis (based on the "Preliminary Whistleblowing Report") and, if necessary, the investigation (based on the "Whistleblowing Investigation Report").

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## 1. PURPOSE

This Policy governs the entire whistleblowing process, including how such reports are sent, received, analysed, investigated, reported and filed. This Policy draws specifically on Italian legislation. It transposes the provisions in Law no. 179 of 2017 concerning "*the protection of whistleblowers who report crimes or misconduct of which they become aware in the context of private or public employment*" and, in this regard, implements the principles envisaged by the Organisational Model for managing whistleblowing.

In order to comply with such regulation, the Company has updated this Policy in order to regulate Reports of unlawful behavior and also making available to the Whistleblowers a specific IT tool suitable to guarantee, with computerized methods, the confidentiality of the identity of the Whistleblower in the reporting management activities.

## 2. SCOPE

This Policy applies to all the Companies and all forms of whistleblowing.

Whistleblowing reports can be sent by anyone - employees or third parties - and they can be sent anonymously.

## 3. GENERAL PRINCIPLES

The following general principles are the foundation for Bracco's management of the whistleblowing process:

- **Confidentiality:** Anyone who receives, analyses or processes a whistleblowing report must guarantee the confidentiality of the information contained therein and of the whistleblower's identity, unless the whistleblower has expressly consented otherwise (*see also section 4.5*). Under no circumstances can a person accused in a whistleblowing report receive information about the identity of the whistleblower, unless the whistleblower intentionally made false statements.
- **Limited sharing:** Access to whistleblowing reports must be strictly on a "need to know basis."
- **Personal data and information protection:** The processing of personal data in relation to the Policy must be done in compliance with EU Regulation no. 2016/679 ("GDPR") and any other applicable provisions - including, but not limited to, compliance with the principles of minimisation and the need to process information - using the methods set out in the privacy notice available on the Company's website and the Company intranet. In relation to this Policy, a Company might need to access and process, without requiring further consent, employee personal data in order to conduct internal surveys and analyses to verify whistleblowing reports concerning the potential commission of unlawful acts/fraud and/or alleged breaches of the obligations inherent in the employment relationship. In compliance with applicable provisions and within the specific limitations on the use of such rights, the Company guarantees the rights of those people to whom data refers. The Company will ensure suitable organisational and technical security measures are adopted, including ICT measures (such as, but not limited to, the use of

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pseudonymisation/cryptographic tools to ensure identities, whistleblowing reports and related documentation remain confidential). To do this, it can avail itself as needed of the internal offices competent for physical and computer security and obtain opinions from the Group's or Company's DPO, if required.

- **Objective and impartial management of reported information:** The principles of objectivity and impartiality must be fully complied with in dealing with all whistleblowing reports. No action will be taken against an accused solely on the basis of what the whistleblower stated, unless there is objective supporting evidence and only once the reported matter has been assessed.
- **Right to anonymity:** The Companies guarantee they will deal with reports regardless of whether the whistleblower's identity is known or remains anonymous.
- **Protection against retaliation:** Any whistleblower who acts in good faith or anyone who takes part in an investigation will be protected against any form of retaliation (*see also section 4.6*).
- **Punishment for conduct in proven reports and conduct that fails to comply with the principles in this Policy:** In accordance with applicable law, each Company can take appropriate action against anyone who violates the measures adopted to protect the whistleblower and the confidentiality requirements related to the report, against anyone who makes a false and/or groundless whistleblowing report in bad faith in order to slander, defame or otherwise harm the accused and against anyone who, accused in a whistleblowing report, is proven to be responsible for the indicated actions (*see also section 4.8*).

## 4. MANAGEMENT OF WHISTLEBLOWING REPORTS

### 4.1. Parties that can make whistleblowing reports

The following can make whistleblowing reports:

- The Directors and members of corporate bodies (Shareholders' Meeting, Board of Directors, Board of Statutory Auditors, etc.)
- Employees and anyone else who works for the Companies, regardless of their contractual status.
- Third parties outside the Group (e.g. consultants, working on any form of contract or appointment, persons acting on behalf of the organisation, such as brokers or agents, product suppliers and service providers, business partners and stakeholders).

### 4.2. Subject of whistleblowing reports

The parties indicated in the subsection above **can report any of the following situations, whether suspected or confirmed:**

- Potentially criminal conduct
- Breaches of the principles in the Code of Ethics or any of the Group's other compliance programs (e.g. *Anti - Corruption Program*)
- Breaches of the principles in the Organisational Models pursuant to Legislative Decree 231/2001 or the tools used to implement these (e.g. procedures)

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- Conduct that could cause the Group financial damage (fraud, embezzlement) or harm its image
- Conduct that might harm the safety or security of employees, users or third parties, or damage the environment
- Offering, receiving or requesting money, assets or other benefits to/from third parties.

#### 4.3. Recipients and reporting channels

The Company has decided that **Corporate Internal Audit will be the recipient of whistleblowing reports**. Whistleblowing reports must be sent to Corporate Internal Audit using the following channels:

- The email address for Corporate Internal Audit ([corporatela@bracco.com](mailto:corporatela@bracco.com))
- The postal address for Corporate Internal Audit (Bracco S.p.A., Corporate Internal Audit, Via Caduti di Marcinelle 13, 20134 Milan, Italy)
- The specific IT tool ([bracco.mrowhistle.com](http://bracco.mrowhistle.com))
- The reporting hotline: [+39 02 2177 2607](tel:+390221772607)

Corporate Internal Audit must ensure the aforesaid reporting channels remain active, making sure they are suitably publicised, including on the internet and the Group's intranet.

People who receive whistleblowing reports from outside of these channels must promptly forward them to Corporate Internal Audit, ensuring the content and anyone identified in the report remain confidential.

Should the Italian supervisory bodies in the Group receive reports they can forward them to Corporate Internal Audit in order to ensure the process remains uniform or, if they manage them independently, they must ensure compliance with the operating principles set out in this Policy.

Moreover, in accordance with the provisions of Italian law (Law no. 179 of 2017):

- All the reporting channels indicated above protect the confidentiality of the whistleblower and guarantee, for anyone wishing to disclose their identity, suitable protection and no acts of retaliation and/or discrimination (*see also section 4.9*)
- The access to the specific IT tool is subject to the “no-log” policy in order to prevent the identification of the Whistleblower who wishes to remain anonymous: this means that the company's computer systems are not able to identify the access point (IP address) even if you are logged in from a computer connected to your corporate network.
- While the Company prefers whistleblowers to disclose their identities to facilitate the process of verifying the details in a report, it is possible to make a report anonymously.

#### 4.4. Process for managing whistleblowing reports

##### Stage 1: Preliminary analysis

Corporate Internal Audit must ensure all necessary and appropriate checks are conducted to guide the subsequent stages of the process for managing whistleblowing reports, guaranteeing maximum speed while ensuring objectivity, competence and professional diligence.

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When Corporate Internal Audit receives a whistleblowing report, it records the report in the **Record of Whistleblowing Reports**. Where the details of the Whistleblower are available, Corporate Internal Audit informs him/her that it is dealing with the report **within 7 days**.

Corporate Internal Audit swiftly informs the **Whistleblowing Committee** (consisting of representatives of Corporate Internal Audit, Human Resources and Global Legal Affairs) so they can jointly conduct a preliminary analysis of the report.

The Whistleblowing Committee must ensure its actions follow the principles of confidentiality and limited sharing, but it can, even in the preliminary analysis, involve other Departments/Offices or Bodies that are competent given the nature of the whistleblowing report, including:

- **Supervisory Body** at the Company involved. The involvement of this body is mandatory if the whistleblowing report might be relevant for the purposes of Legislative Decree 231/2001 and might involve one of the crimes indicated in the Decree or suspected or proven breaches of the Model and the tools used to implement this model (e.g. procedures).
- **HR Department** at the Company involved, if the whistleblowing report might involve a breach of applicable labour law.
- **Group HSE Department** if the whistleblowing report concerns situations that could harm the environment or workplace health and safety.
- **Data Protection Officer (DPO)** at the Company involved, if the whistleblowing report might entail a breach of privacy law.
- **Other Group Departments**, for specific needs.

Following this preliminary analysis, Corporate Internal Audit drafts a **Preliminary Whistleblowing Report** that details the outcome of the preliminary analysis and classifies the whistleblowing report as:

- **Manifestly unfounded**, meaning an investigation is not necessary.
- **Unverifiable**, meaning it is not possible to move forward with an investigation because of a lack of evidence/information.
- **Verifiable**, making it necessary to conduct an investigation, as the report is detailed and specific.

The contents of the Preliminary Whistleblowing Report are recorded in the Record of Whistleblowing Reports to ensure the process and all the information dealt with are fully traceable.

### **Stage 2: Investigation**

When a whistleblowing report is classed as "Verifiable", Corporate Internal Audit details an action plan to determine whether the content of the report can be proven (partially or completely) and sends the plan to the Whistleblowing Committee. Where the whistleblowing report might concern Legislative Decree no. 231/2001, the Supervisory Body at the Italian Company involved must be brought into the process without delay and kept informed about the progress of the investigation.

In order to determine whether there are grounds for the whistleblowing report, Corporate Internal Audit must examine the facts indicated and any documentation received. Additionally, where

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necessary or advisable and having consulted the Whistleblowing Committee, it can do the following, obviously ensuring the name of the whistleblower is not revealed:

- Contact the whistleblower anonymously to clarify and/or obtain additional information and documents.
- Request to speak to other parties who might have information about the matter in the report.
- Conduct any other activity it deems advisable to assess the whistleblowing report.

If necessary and having made the appropriate agreements to ensure confidentiality and privacy, including the protection of personal data, external consultants or advisers can be called in to assist. Where the whistleblowing report also concerns Legislative Decree no. 231/2001, the involvement of external advisers and/or experts must be agreed with the Supervisory Body at the Company involved.

The members of the working group involved in the investigation stage (Whistleblowing Committee, SB, potentially external advisers) are subject to the same confidentiality constraints and have the same responsibilities as Corporate Internal Audit, in its role as the recipient of the whistleblowing report, and they are required to abstain from any involvement in the process if there might be a conflict of interest.

***Stage 3: Determining the actions to take following an investigation***

Following the investigation, Corporate Internal Audit decides, in agreement with the Whistleblowing Committee, what action to take, given the outcome of the investigation:

- **Unfounded whistleblowing reports:** Where a report is deemed to be unfounded, Corporate Internal Audit files the report. No action needs to be taken and no sanctions are to be imposed on anyone who, in good faith, reported facts that turned out subsequently to be unfounded.
- **Unfounded whistleblowing reports in bad faith:** Where a report is deemed to be unfounded and in bad faith, made solely to discredit one or more persons, company positions or the Group and/or to harass workers, Corporate Internal Audit informs the HR and Legal Affairs Departments, the Chair of Bracco S.p.A. and the CEO of Bracco Imaging S.p.A. so they can assess whether disciplinary proceedings are required against the bad faith whistleblower and/or whether any other actions are advisable, including - if the necessary grounds exist - officially informing the competent prosecuting authorities.
- **Substantiated whistleblowing reports:** Where a whistleblowing report is (or appears to be) substantiated, Corporate Internal Audit must promptly inform the competent offices and bodies (e.g. the SB if the matter concerns 231, the DPO for matters related to privacy etc.) so a detailed action plan can be drawn up given what has been ascertained about the report. This action plan might, depending on the specific case, include filing a report with the prosecuting authorities about unlawful criminal, civil or administrative conduct or the adoption of disciplinary measures against the accused and/or the people proven to be responsible for the illicit conduct and/or violations reported. Where the facts concern 231, Corporate Internal Audit must assess, in conjunction with the Supervisory Body at the Company involved, the need to update the Organisational Model.



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#### **Stage 4: Reporting**

Once the whistleblowing process has concluded, Corporate Internal Audit drafts an official **Whistleblowing Investigation Report** with the following information:

- A summary of what was done
- The key results
- The reasons for filing the whistleblowing report, if it was deemed to be unfounded
- Any shortcomings found
- Any action plans to introduce improvements
- Any disciplinary measures imposed on the accused or a whistleblower who acted in bad faith
- Any judicial action taken against the accused or a whistleblower who acted in bad faith.

The Whistleblowing Investigation Report must always be sent to the Chair of Bracco S.p.A., the CEO of Bracco Imaging S.p.A., the management at the Department/Company involved and, depending on the specific nature of the case, the Supervisory Body.

The contents of the Whistleblowing Investigation Report are recorded in the Record of Whistleblowing Reports to ensure the process and all the information dealt with are fully traceable.

Once the reporting stage is complete and for non-anonymous cases, **within a maximum period of 3 months from the reporting**, Corporate Internal Audit, in agreement with the Whistleblowing Committee, provides the whistleblower with feedback about the conclusions of the investigation and the related outcome.

Every six months, Corporate Internal Audit draws up a summary of the whistleblowing report process, which is sent to the Board of Directors and the Board of Statutory Auditors at the Parent Company.

#### **4.5. Whistleblower confidentiality**

Corporate Internal Audit, the members of the Whistleblowing Committee and all parties involved in the process must guarantee the confidentiality of the whistleblower, protecting his/her identity, and use the utmost discretion for the information received in the whistleblowing report.

Except in those cases where confidentiality is not legally enforceable (e.g. criminal, tax and/or administrative investigations, regulatory inspections), the identity of the whistleblower **can never be disclosed without the consent of the person in question**.

Any breach of this confidentiality obligation can lead to disciplinary proceedings and, potentially, further legal liability.

#### **4.6. Protection of the whistleblower from retaliation and/or discrimination**

The Company does not tolerate any threats, retaliation and/or discrimination against a whistleblower who acted in good faith.

The terms retaliation and discrimination refer - for example - to unjustified disciplinary action, changes in roles or premises, workplace and/or any other form of harassment that is linked

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directly/indirectly to the whistleblowing report and that has an impact on the person's working conditions.

Any whistleblower who feels they have been the subject of a retaliatory and/or discriminatory act as a result of a whistleblowing report can inform his/her superior or the head of HR so the following is assessed:

- The need/advisability of returning the situation to how it was before and/or taking steps to remedy the negative effects of the discrimination
- The existence of grounds for disciplinary proceedings against the perpetrator of the retaliation and/or discrimination.

#### 4.7. Filing

Corporate Internal Audit must ensure all whistleblowing reports are filed and all the documentation produced during the investigation is suitably traceable, guaranteeing the highest standards of security and confidentiality.

#### 4.8. Disciplinary action

In accordance with the principles set out in this Policy and in compliance with applicable labour law (including collective bargaining agreements and Law no. 179 of 2017 for employees of Italian Companies), Bracco can take suitable disciplinary action against:

- **An accused who is proven to be responsible for the facts reported:** employees who, during the investigations, were found to be responsible for serious irregularities or breaches of laws, regulations or internal procedures. Where the accused is a third party, the Company can impose penalties or terminate the contract, in accordance with the provisions of applicable contractual clauses.
- **Staff who breach the measures to protect a whistleblower:** employees who threaten, intimidate or any way undertake retaliatory action or, more generally, violate the protection measures of a whistleblower who acted in good faith.
- **Staff who breach the confidentiality obligations** for the management of whistleblowing reports.
- **Whistleblower who acted maliciously or with gross negligence:** anyone who made an unfounded report maliciously or with gross negligence.

## 5. ROLES AND RESPONSIBILITIES

### 5.1. Employees

Any employee who receives a whistleblowing report must:

- Promptly send it to Corporate Internal Audit
- Ensure the content and identity of the whistleblower remain confidential.

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## 5.2. Corporate Internal Audit

- This is the owner of the whistleblowing process
- It manages the communication channels and ensures they remain active
- It promptly analyses any whistleblowing reports and shares them with the Whistleblowing Committee
- In conjunction with the Whistleblowing Committee, it promptly informs and periodically updates other offices/entities competent for a report (e.g. the SB of the Company involved for a report concerning Legislative Decree 231/2001, the Data Protection Officer for the Group and the Company in a case related to privacy etc.) about the progress of the investigations
- It plans the audits required
- It shares the action plan with the Whistleblowing Committee
- It conducts the audits
- It drafts the Whistleblowing Investigation Report, which summarises what was done, the results and the actions designed to resolve any shortcomings found, and it sends this report to the Chair/CEO of Bracco S.p.A., the CEO of Bracco Imaging S.p.A., other offices/entities involved, the management for the office/Company involved and, for specific cases, the Supervisory Body and the Board of Statutory Auditors at the Company involved
- It maintains the Record of Whistleblowing Reports, ensuring all whistleblowing reports are properly recorded and filed, along with all applicable documentation.

## 5.3. Whistleblowing Committee

- It promptly analyses the whistleblowing report with Corporate Internal Audit
- It agrees on the action plan with Corporate Internal Audit
- It agrees on the activities conducted by Corporate Internal Audit, the key results and the resultant actions required.

## 5.4. Supervisory Body at the Company involved in the whistleblowing report

- It agrees on any involvement of external advisers in whistleblowing investigations of matters concerning Legislative Decree 231/2001
- It can request that Corporate Internal Audit conduct further investigations
- It provides instructions about the need to update the 231 Model.

## 6. DOCUMENTATION AND FILING OF THE POLICY

A paper copy of this Policy is kept on record by the Corporate Internal Audit Department. A digital copy is available on the intranet and the websites. The reporting channels are indicated in the "Ethical Conduct" section of the Bracco intranet.

## 7. OTHER RELEVANT DOCUMENTS

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- Bracco Group Code of Ethics
- Organisational, Management and Control Model pursuant to Legislative Decree no. 231/2001 for Italian Companies
- Bracco Group Data Protection Policy
- Anti-Corruption Program at Bracco Imaging Group
- Antitrust Program at Bracco Imaging Group.