



## WHISTLEBLOWING POLICY

Adopted by the Board of Directors on (18/06/2025)

Version	Date	Approved by	Description of updates
01	18/06/2025	Board of Directors	Approval

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## 1. INTRODUCTION

On the 30<sup>th</sup> of March 2023, **Legislative Decree No. 24/2023** (hereinafter also referred to as the "**Whistleblowing Decree**" or simply the "**Decree**") implementing EU Directive 2019/1937 on the protection of persons who report breaches of European Union law and containing provisions on the protection of reporting persons (also referred to as '**Reporting Persons**') entered into force.

In particular, "whistleblowing" refers to the reporting of conduct, acts or omissions that violate the provisions of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001 and the Code of Ethics or national or European Union regulations that harm the public interest or the integrity of the public administration or private entity, carried out by a person who has become aware of such conduct in the course of their public or private work.

In light of the above, this document (hereinafter referred to as the '**Whistleblowing Policy**' or '**Policy**') aims to illustrate the tools that can be used within the company to report unlawful conduct.

Therefore, the purpose of the Policy is:

- identify the individuals who can make reports;
- define the scope of conduct, events or actions that may be reported;
- identify the channels through which reports can be made;
- to describe the operating procedures for the submission and management of reports, as well as for any subsequent investigation activities;
- inform the reporting party and the reported party about the forms of protection that are recognised and guaranteed.

## 2. REFERENCES

The main references relevant to this Policy are listed below:

- 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;
- EU Regulation No. 2016/679 on the protection of personal data;
- 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 concerning the protection of persons who report breaches of national law';

- ANAC Guidelines on the protection of persons reporting breaches of Union law and the protection of persons reporting breaches of national law;
- Confindustria Guidelines: operational guide for private entities;
- Legislative Decree 231/2001, "Regulation of the administrative liability of legal persons, companies and associations, including those without legal personality";
- Organisational, management and control model pursuant to Legislative Decree no. 231 of 8 June 2001, adopted by BeautyNova;
- Code of Ethics.

### 3. DEFINITIONS

For the purposes of this Policy, the terms listed below shall have the meanings specified below:

<b>Recipients</b>	Employees hired on permanent and fixed-term contracts (executives, managers, office workers, labourers), directors, members of corporate and supervisory bodies, as well as all those who, in various capacities, have working, collaborative or business relationships with the company, including collaborators, interns, temporary workers, consultants, agents, suppliers and <i>business partners</i> , even before the legal relationship with the company has begun or after its termination.
<b>Company</b>	BeautyNova S.p.A.
<b>Public disclosure</b>	Making information about violations public through the press or electronic media or through any other means of dissemination capable of reaching a large number of people.
<b>Facilitator</b>	A person who assists the Reporting Person in the reporting process, operating within the same work environment and whose assistance is kept confidential.
<b>Model 231</b>	Organisational, Management and Control Model that defines a structured and organic system of principles, internal rules, operating procedures and control activities, adopted for the purpose of preventing conduct that could constitute offences and illegal acts under Legislative Decree No. 231/2001.

<b>Code of Ethics</b>	A document in which the company affirms, in implementation of the values of legality, loyalty, honesty and professionalism, the principles and rules of conduct that its employees, members of its administrative and control bodies, suppliers, consultants, <i>partners</i> and those who have direct or indirect, permanent or temporary relations with it are required to comply with in the performance of their activities on its behalf.
<b>Supervisory Body ("SB")</b>	The Supervisory Body appointed pursuant to Legislative Decree no. 231/01.
<b>Reporting Person</b>	A natural person who makes an internal or external report or public disclosure of information on violations acquired in the context of their work.
<b>Reported</b>	Person mentioned in the internal or external report, or in the public disclosure, understood as the person to whom the violation is attributed or as the person involved in the violation reported or disclosed publicly.
<b>Report</b>	Written or oral communication of information about violations, including well-founded suspicions regarding violations committed or which, based on concrete evidence, could be committed by the Company, as well as evidence of conduct aimed at concealing such violations.
<b>Anonymous reports</b>	Reports lacking elements that allow their author to be identified.
<b>External reporting</b>	Written or oral communication of information on violations, submitted through the external reporting channel referred to in paragraph 6.2.
<b>Reports made in bad faith</b>	Any communication received by the Company that proves to be unfounded on the basis of objective evidence and that, again on the basis of objective evidence, appears to have been made with the intention of causing harm.
<b>Internal reporting</b>	Written or oral communication of information on violations, submitted through the internal reporting channel referred to in paragraph 6.1.
<b>Irrelevant report</b>	Any communication received by the Company concerning conduct that does not constitute a violation. All communications received by the Company that, based on the generality of their content, do not allow for adequate verification are also considered non-relevant reports.

<b>Violations</b>	Conduct, acts or omissions that harm the public interest or the integrity of the Company and which consist of the conduct referred to in paragraph 4.
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#### 4. REPORTING PARTIES

In accordance with the provisions of Article 3 of the Whistleblowing Decree, the following persons, i.e. the Reporters, may submit a report:

- the Company's employees, including part-time workers and collaborators, occasional workers;
- self-employed workers and contractors who carry out their activities at the Company;
- the Company's employees or collaborators who supply goods or services or carry out work on behalf of third parties;
- freelancers and consultants of the Company;
- volunteers and interns, whether paid or unpaid;
- shareholders and persons with administrative, management, control, supervisory or representative functions at the Company, even if such functions are exercised on a de facto basis;
- former employees, when the information on the violations was acquired during the period in which they worked for the Company;
- individuals who acquired information about the violations during their probationary period;
- persons not yet hired, when the information on the violations was acquired during the pre-contractual stages or in the selection process.

In line with the provisions of Article 3, paragraph 5 of the Whistleblowing Decree, the Company guarantees the protection and safeguarding not only of Reporting Persons, as mentioned above, but also of individuals who assist the Reporting Person during the reporting process, such as Facilitators, whose identity is kept confidential, as well as individuals connected to the Reporting Person, such as colleagues/family members, i.e. persons in the same working environment who are linked to the Reporting Person by a stable emotional bond or kinship within the fourth degree, or who have habitual and current relations with them.

The Company also guarantees the protection and safeguarding of entities owned by the reporting person or for which they perform work, as well as entities operating in the same working environment as the aforementioned person.

## 5. THE SUBJECT OF THE REPORT

Pursuant to Article 2, paragraph 1, letter a) of the Whistleblowing Decree, the following may be reported:







- behaviour or situations contrary to Model 231, the Code of Ethics or internal regulations, directives, *policies* and procedures adopted by the Company and relevant pursuant to Legislative Decree 231/2001;
- violations of European Union law<sup>1</sup>.

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<sup>1</sup> To be understood as:

- unlawful acts falling within the scope of European Union acts relating to the following areas:
  - public procurement;
  - services, products and financial markets, and the 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;
  - protection of privacy and personal data and security of networks and information systems.
- acts or omissions affecting the financial interests of the European Union, as well as those affecting the internal market, including infringements of European Union rules on competition and State aid;
- acts or conduct that undermine the object or purpose of the provisions of European Union acts in the above-mentioned areas.

Any non-relevant reports are to be considered unenforceable and will therefore be archived. In particular, the following reports are not relevant:

	relating to personal situations involving claims or complaints relating to relationships with colleagues;
	that are abusive in tone or contain personal insults or moral judgements and are intended to offend or damage the honour and/or personal and/or professional dignity of the person or persons to whom the reported facts refer;
	based on mere suspicions or rumours concerning personal matters that do not constitute an offence;
	with purely defamatory or slanderous purposes;
	discriminatory in nature, in that they refer to the sexual, religious and political orientations or the racial or ethnic origin of the person reported;
	relating to information already in the public domain.

## 6. REPORTING IN GOOD OR BAD FAITH

### 6.1 REPORTING IN GOOD FAITH

The Reporting Party is invited to make Reports that are as detailed as possible and provide as much information as possible, in order to allow the necessary checks to be carried out and adequate feedback to be obtained.

After making a Report, the Reporting Person who notices any errors can immediately report them through the same channel through which the Report was submitted.

### 6.2 REPORTS MADE IN BAD FAITH

Reports that prove to be **deliberately** futile, false or unfounded, with defamatory content or in any case containing **deliberately** incorrect or misleading **information**, for the sole purpose of damaging the Company, the reported party or other parties involved in the report, shall be considered to have been made in bad faith.



In such cases, the Company reserves the right to take appropriate action – including the adoption of appropriate disciplinary sanctions – against the reporting party.

## 7. REPORTING PROCEDURES

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### 7.1 INTERNAL REPORTING

In accordance with the provisions of Article 4 of the Whistleblowing Decree, the Company has set up an internal reporting channel consisting of **the dedicated Zucchetti My Whistleblowing IT platform**, which is freely accessible to Reporters and can be reached via *the link* <https://private.mygovernance.it/mywhistleblowing/beautynova/14951> published on the Company's institutional *website*, which allows reports to be submitted in writing by filling in *an online form* or orally (by leaving a voice message).

At the request of the Reporting Person, a **face-to-face meeting** with the whistleblowing manager may be arranged. To this end, the Reporting Person must submit their request for a meeting via the same IT platform.

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### 7.2 EXTERNAL REPORTING AND PUBLIC DISCLOSURE

The Reporting Person may submit their Report **to ANAC** (the National Anti-Corruption Authority) through the external reporting channel made available by the aforementioned Authority if:

- they have already made an internal report and no action has been taken;
- they have reasonable grounds to believe that, if they were to make an internal report, it would not be effectively followed up, or that the report itself could lead to the risk of retaliation;
- they have reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

The Reporting Person may proceed with **Public Disclosure** if:

- they have already made an internal and external report and have not received any response;
- they have reasonable grounds to believe that, due to the specific circumstances of the case, the external report may lead to retaliation or may not be effectively followed up.

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### 7.3 ANONYMOUS REPORTING

**Anonymous** reports will also be taken into consideration, provided **they are sufficiently detailed and specific**.

Anonymous reports limit the Company's ability to investigate effectively, as it is impossible to establish a smooth channel of communication with the reporting person. Among the factors relevant to the assessment of anonymous reports, the Company considers the seriousness of the reported violation, the credibility of the facts presented and the possibility of verifying the truthfulness of the violation from reliable sources.

## 8. CONTENT OF THE REPORT

Reports shall, in any case and regardless of the method used, **be detailed and based on precise and consistent facts**, so as to enable the report manager to take the necessary measures and carry out the appropriate checks and investigations, including by conducting investigations and requesting clarification from the reporting person, where identified. The reporting person may allow their identification by providing contact details (for example: name and surname, *email address*, telephone number).

### *What does the Report contain?*

✓	a clear and complete description of the facts that are the subject of the Report
✓	any information and any useful indication aimed at identifying the persons who committed the violation and to whom the Report refers
✓	the nature, context and any details useful for describing the subject of the Report
✓	circumstances of time and place, where known, relating to the subject matter of the Report
✓	any further information deemed useful for the investigation of the Report
✓	documentary or evidentiary attachments supporting the Report, including the names of witnesses or persons who can report on the facts covered by the Report

It is recommended to attach, where available, appropriate documentation in support of the Report, including the names of witnesses or persons who can report on the facts covered by the Report.

## 9. REPORT MANAGEMENT PROCEDURES

### a. Receipt of the Report and preliminary verification

The Company has identified the Supervisory Body, composed of a collegiate body (hereinafter also referred to as the 'Manager'), as **the manager of reports**.

The Manager has exclusive access to the channels dedicated to receiving Reports, which are managed securely in such a way as to guarantee the confidentiality of the identity of the Reporter and the protection of any third parties mentioned in the report, and to prevent access by unauthorised personnel.

For each Report, the *My Whistleblowing* IT platform requires the Reporting Person to fill in the *form* with their personal data (i.e. name, surname and personal *email* address) in order to receive unique access credentials; the Reporting Person will automatically receive the unique login credentials by *email*, which will allow them to access the platform and fill in *the* appropriate *form* to send the Report.

The Manager conducts an initial assessment of the plausibility and credibility of the conduct reported, carrying out an analysis to verify the existence of the legal and factual requirements, as well as the relevance and presence of sufficient elements to be able to investigate the report further (including by requesting further information from the Reporting Person, if they have not remained anonymous).

Following this analysis, the Manager decides whether to proceed with further investigation by formally initiating an investigation, requesting additional information from the Reporting Party if necessary, or to close and archive the Report.

### b. Verification and communication of the outcome

The purpose of the investigation phase is to verify the validity of the Report received.

The Manager carries out all activities deemed appropriate, including hearing the Reporting Person and any other persons who may report circumstances useful for the purpose of verifying the facts reported, also with a view to assessing any remedial actions.

The Manager may also avail itself of the support and collaboration of external consultants when, due to the nature and complexity of the investigations, as well as the subject matter of the Report, their involvement is necessary. These individuals are subject to the same obligations to protect the Reporting Person and the Reported Party as set out above.

If, during the investigation, objective evidence emerges proving the '*lack of good faith*' on the part of the Reporting Person, the Manager shall immediately notify the administrative body in order to assess the activation of any disciplinary procedures.





At the end of the investigation, once the validity of the Report has been ascertained, the Manager shall draw up a summary report of the checks carried out and the evidence that has emerged, in order to share with the administrative body the adoption of disciplinary measures or the preparation of any corrective actions.

In any case, the Manager periodically prepares a summary report of the investigations carried out during the period and the evidence that has emerged, sharing it with the Company's administrative body.

### c. Archiving

The decision to archive the Report is formalised in **a specific report** containing the date of creation of the Report, the progress of the investigation, and any reasons for archiving. The report is shared with the administrative body.

The Report is archived if:

	it is not relevant;
	it refers to facts that are so general in nature that they cannot be verified;
	it was made in bad faith;
	the investigation has proven it to be unfounded.

**d. Report management process timescales**

<b>Sending the Reporting Person confirmation of receipt of the report</b>	<ul style="list-style-type: none"><li>immediately, and in any case no later than <b>7 days</b> after receipt of the Report</li></ul>
<b>Response to the report</b>	<ul style="list-style-type: none"><li>Within <b>3 months</b> (extendable to <b>6 months</b> in justified and reasonable circumstances) from the date of the acknowledgement of receipt</li><li>in the absence of an acknowledgement of receipt, within 3 months (extendable up to <b>6 months</b> in the event of justified and reasonable reasons) from the expiry of the 7-day deadline from the submission of the report</li></ul>
<b>Response to the request to arrange a face-to-face meeting</b>	<ul style="list-style-type: none"><li>within and no later than <b>7 days</b> from the time the request for a direct meeting is received</li></ul>
<b>Setting the date of the face-to-face meeting</b>	<ul style="list-style-type: none"><li>within <b>10 days</b> of receipt of the request for a face-to-face meeting</li><li>in cases of proven urgency, within <b>5 days</b> of receipt of the request for a face-to-face meeting</li></ul>

**e. Storage**

The entire report management process is tracked within the My Whistleblowing IT platform. All documentation relating to the report is archived and stored within the same platform for the time necessary to manage the report and, in any case, no later than five years from the date of transmission of the report.

## **10. PROTECTION OF THE REPORTING PERSON**

The protections granted to the Reporting Person are guaranteed by the Company provided that the guidelines set out in the Policy are followed. Protection is not guaranteed to the Reporting Person if they have contributed to the unlawful conduct.

The protections granted to the Reporting Person are also extended:

- the Facilitator;
- to persons in the same working environment as the Reporting Person with whom they have a stable emotional or family relationship within the fourth degree;
- to the Reporting Person's work colleagues with whom they have a regular and ongoing relationship;
- to entities owned by the Reporting Person or for which the Reporting Person works, as well as to entities operating in the same working environment.

#### **a. Confidentiality**

In setting up and implementing its internal reporting channel, the Company guarantees the **confidentiality of the identity of the Reporting Person, the Reported Party and any other persons involved, as well as the content of the Report and related documentation.**

Reports may not be used beyond what is necessary to follow up on them adequately.

The identity of the Reporting Person and any other information from which it can be inferred, directly or indirectly, may not be disclosed, without the express consent of the Reporting Person, to persons other than those competent to receive or follow up on reports and expressly authorized to process such data<sup>2</sup>.

#### **b. Prohibition of retaliation and protective measures**

The Company **does not tolerate any kind of threat, retaliation, unjustified sanction or discrimination** against the Reporting Person, the Reported Party or anyone who has collaborated

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




<sup>2</sup> Furthermore:





- express forms of protection of the identity of the Whistleblower are provided for in criminal proceedings, before the Court of Auditors and in disciplinary proceedings (in the latter case, the identity of the Whistleblower may not be disclosed when the disciplinary charge is based on findings that are separate and additional to the Report, even if they are a consequence of it);
- in disciplinary proceedings, if the charge is based, in whole or in part, on the report and knowledge of the whistleblower's identity is essential for the defence of the reported person, the report may only be used for the purposes of the disciplinary proceedings with the express consent of the whistleblower to the disclosure of their identity. In any case, the Company shall notify the Whistleblower in writing of the reasons why the disclosure of confidential information is necessary, i.e. when the disclosure of the Whistleblower's identity is also essential for the defence of the person involved in the Report;
- the report file is exempt from the right of access referred to in Articles 22 et seq. of Law 241/1990, as well as Articles 5 et seq. of Legislative Decree 33/2013.

in the investigation of the validity of the Report. The adoption of discriminatory or retaliatory measures against the Reporting Person may give rise to disciplinary proceedings against the person responsible.

In light of the provisions of Article 19, paragraph 1 of the Whistleblowing Decree, the Reporting Person retains the right to report to ANAC (the National Anti-Corruption Authority), through the procedures established on the website <https://www.anticorruzione.it/>, any retaliation they believe they have suffered in their work environment.

By way of example and without limitation, the following constitute examples of retaliatory conduct:

	dismissal, suspension or equivalent measures
	demotion or failure to promote
	change of duties, change of workplace, reduction in salary, change in working hours
	suspension of training or any restriction on access to training
	demerit notes or negative references
	the adoption of disciplinary measures or other sanctions, including financial penalties
	coercion, intimidation, harassment or ostracism
	discrimination or unfavourable treatment
	failure to convert a fixed-term employment contract into a permanent employment contract, where the worker had a legitimate expectation of such conversion
	failure to renew or early termination of a fixed-term employment contract
	damage to the person's reputation, particularly on <i>social media</i> , or economic or financial prejudice, including loss of economic opportunities and/or loss of income

	inclusion in improper lists, based on a formal or informal sectoral or industrial agreement, which may result in the person being unable to find employment in the sector or industry in the future
	the early termination or cancellation of a contract for the supply of goods or services
	the cancellation of a license or permit
	requests for psychiatric or medical examinations

The adoption of discriminatory or retaliatory measures against the Reporting Person may give rise to disciplinary proceedings against the person responsible.

## 11. PROTECTION OF THE REPORTED PARTY AND TH

Appropriate protection measures are also provided for the benefit of the reported person, in order to prevent any discrimination.

The submission and receipt of a Report are not sufficient to initiate disciplinary proceedings against the Reported Person.

If it is decided to proceed with the investigation, the reported person may be contacted and will be given the opportunity to provide any necessary clarification.

## 12. SANCTIONS

Effective, proportionate and dissuasive disciplinary measures may be applied:

- against the Reported Party, if the reports are found to be substantiated;
- against the reporting party, if reports are made in bad faith;
- against the person responsible, if the principles of protection provided for in the Policy have been violated or if the Reports have been obstructed or attempts have been made to obstruct them.



Disciplinary proceedings against Company employees may be initiated according to the seriousness of the violation, in accordance with the principles of proportionality and the criteria of correlation between the infringement and the sanction, and in any case in compliance with the procedures provided for by current legislation and the disciplinary system outlined in Model 231.

In order to ensure impartiality and avoid conflicts of interest, decisions regarding any disciplinary measures, complaints or other actions to be taken are made by the relevant company departments.

### **13. UPDATES**

The Manager periodically reviews this Whistleblowing Policy and the reporting channels provided for therein to ensure that they are always in line with the relevant legislation.

### **14. DISSEMINATION, INFORMATION AND TRAINING**

This Policy is disseminated by uploading it to the company website, displaying it on company notice boards and any other means deemed appropriate.

The Company promotes communication, information and training activities regarding this Policy to ensure its widest possible dissemination and most effective application.