



Campari Group Holding Company

POLICY WHISTLEBLOWING

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CONTENTS

1.	INTRODUCTION.....	3
2.	DEFINITIONS AND REFERENCE LEGISLATION.....	4
3.	SCOPE.....	6
3.1	Whistleblowers	6
3.2	Other protected parties.....	6
3.3	Material scope of application	7
3.4	Report contents	7
4.	INTERNAL REPORTING CHANNEL AND MANAGEMENT OF INTERNAL REPORTS	8
4.1	Internal reporting channel.....	8
4.2	Management of internal Reports	8
5.	EXTERNAL REPORTING CHANNEL	10
6.	PROTECTION AND SUPPORT MEASURES.....	11
6.1	Protection of Confidentiality	11
6.2	Protection against Retaliatory measures.....	11
6.3	Additional protection and support	12
6.4	Limitation of the Whistleblower's Responsibilities	12
7.	PROTECTION AND PROCESSING OF PERSONAL DATA	13
8.	ADOPTION AND DIFFUSION.....	14

1. INTRODUCTION

Lagfin S.C.A. and its Italian branch (“Lagfin”) are committed to the highest standards of conduct, integrity and ethical behaviour. This whistleblowing policy (“Policy”) is designed to promote and reinforce these standards and the Lagfin values more generally, by establishing the rules to be applied within the company in case of reports of:

- Violations of provisions of national and European Union law which pose harm to the public interest or to Lagfin, reported by Whistleblowers who may have become aware of these in a Work-related context;
- Any conduct that is improper or in conflict with Lagfin’s company procedures or its Code of Ethics;

This Policy has been adopted in compliance with (EU) Directive 2019/1937 and the transposing laws in force in Luxembourg and Italy, and it regulates the processes for receiving and managing Whistleblowing Reports, the channels (internal and external) through which Reports are made and the protective measures provided for the Whistleblower and for those involved or mentioned in the Report.

2. DEFINITIONS AND REFERENCE LEGISLATION

- **Competent Authority:** National Authority in Luxembourg and Italy designated to receive external Reports and give Feedback to the Whistleblower, as found in the relevant laws transposing the Whistleblowing Directive;
- **External Consulting Company:** the External consulting Company formally appointed by Lagfin to manage its internal reporting channel and carry out the preliminary assessment of reports;
- **Facilitator:** a natural person assisting the Whistleblower in the reporting process in a Work-related context, and whose assistance should be confidential;
- **Feedback:** the communication given to the Whistleblower as a follow-up to their Report (in terms of planned action or action taken, as well as the rationale for said follow-up);
- **GDPR:** (EU) Regulation 2016/679 on the Protection of personal data;
- **Italian Whistleblowing Decree:** Legislative Decree No. 24 of 10 March 2023, transposing (EU) Directive 2019/1937 in Italy;
- **Legislative Decree 231/2001:** Italian Legislative Decree No. 231 of 8 June 2001, concerning the administrative liability of companies and legal entities;
- **Luxembourg Whistleblowing Law:** Law No. 232 of 16 May 2023 transposing Directive (EU) 2019/1937 in Luxembourg;
- **Public disclosure:** the making of information public via the press, electronically or through other means of circulation capable of reaching a large number of people;
- **Report:** An oral or written communication of information on or a suspicion of a violation within the meaning of this Policy, made either internally or externally;
- **Retaliatory measures:** Any direct or indirect act or omission which occurs in a Work-related context, that is prompted by internal or external reporting, complaint or Public disclosure, and which causes or may cause unjustified detriment to the Whistleblower;
- **Supervisory Board:** Corporate body, appointed as part of the organisation and management model adopted according to Article 6 of Legislative Decree 231/2001;
- **Violations as defined by the Whistleblowing Directive:**
 - Illicit activities that fall within the scope of Union or national law concerning the following areas: *i)* public procurement; *ii)* financial services, products and markets, and prevention of money laundering and terrorist financing; *iii)* product safety and compliance; *iv)* transport safety; *v)* protection of the

environment; *vi*) radiation protection and nuclear safety; *vii*) public health; *viii*) consumer protection; *ix*) protection of privacy and personal data, and security of network and information systems;

- Acts or omissions affecting the financial interests of the Union, which include: fraud, corruption and any other illegal activity linked to Union expenditure;
- Acts or omissions relating to the internal market including, among others, breaches of Union competition and State aid rules;
- Acts or omissions which contrast the object or purpose of the provisions set out above;
- **Whistleblower:** A natural person who reports or publicly discloses information on Violations within the meaning of this Policy, acquired in the context of their work-related activities;
- **Whistleblowing Committee:** Lagfin internal body, appointed by Lagfin to work together with the External Consulting Company for the management of the Report;
- **Whistleblowing Directive:** (EU) Directive 2019/1937 on the protection of persons who report violations of Union law;
- **Work-related context:** Current and past work or professional activities through which, regardless of the nature of those activities, persons acquire information on violations and within which they may suffer Retaliatory measures as a consequence of a Report, Public disclosure or complaint to the authorities.

3. SCOPE

This document applies to Lagfin, to the Whistleblowers, to the Reports and to other protected subjects, as described in the sections below.

3.1 Whistleblowers

The following are entitled to make Reports according to this Policy (“Whistleblowers”):

- Employees;
- Workers employed under intermittent contracts or for occasional work services;
- Self-employed workers providing services for Lagfin;
- Candidates for employment involved in recruitment processes;
- Volunteers and trainees, paid and unpaid;
- Persons belonging to Lagfin’s administrative, management and supervisory bodies, including non-executive members as well as Lagfin’s shareholders;
- Any persons working under the supervision and direction of Lagfin’s contractors, subcontractors and suppliers, including partners, consultants and all those who are directly or indirectly engaged in a work-based relationship with Lagfin.

This Policy applies to the above categories even in cases where the legal relationship with Lagfin has since ended or is yet to begin, as long as the Whistleblower has acquired the information on the reported violation in the Work-related context.

3.2 Other protected parties

The measures for the protection of Whistleblowers outlined in paragraph 6 shall also apply to:

- Facilitators;
- Persons in the same Work-related context with whom the Whistleblower has a regular and current relationship or emotional bond (e.g. colleagues or family relations);
- legal entities that the Whistleblower owns or works for, as well as legal entites operating within the same Work-related context.

3.3 Material scope of application

Reports may concern any information on violations or conduct aimed at concealing the commission thereof, as well as Retaliatory measures taken against the Whistleblowers and/or other protected parties. Specifically, violations within the meaning of this Policy include the following:

- Violations as defined by the Whistleblowing Directive;
- Other conducts which violate Lagfin's values and company procedures, including those under Italian Legislative Decree 231/2001 and the relevant organisation and management model and Code of Ethics;
- Additional violations provided by Italian Whistleblowing Decree and Luxembourg Whistleblowing Law.

On the other hand, Lagfin will not accept Reports that:

- Concern disputes, demands or requests which reflect the Whistleblower's personal interest;
- Are of a concern to national security or to tenders and contracts relating to matters of defence or national security (unless such matters fall within secondary European Union law);
- Are made anonymously.

3.4 Report contents

In order to support investigation and appropriate response, Reports should include:

- The Whistleblower's personal details and their role within the company;
- A detailed description of the reported events, together with time and place in which they occurred;
- Personal details or further elements which may help identify the subjects to whom the reported events are attributed.

The Whistleblower can also attach documents to the Report in order to support its validity.

4. INTERNAL REPORTING CHANNEL AND MANAGEMENT OF INTERNAL REPORTS

4.1 Internal reporting channel

Lagfin has adopted an *ad hoc* internal platform (“Whistleblowing Platform”) available to Whistleblowers, which is accessible via the company’s website and through which Reports can be made securely and confidentially.

Through the Whistleblowing Platform, the Whistleblower can:

- Submit a written Report;
- Request contact details to submit the Report orally (via telephone or in person).

Lagfin has appointed a specialised External Consulting Company to receive the Reports and conduct preliminary assessment activities on them.

All internal Reports received by people different from the External Consulting Company or through means different from the Whistleblowing Platform shall be inserted into the Whistleblowing Platform by the receiving person within 7 days of its receipt and the Whistleblower shall be notified accordingly, where possible. These other persons shall uphold the confidentiality of the Report’s contents and of the identity of the Whistleblower, of those reported on, of other parties involved or who have been mentioned in the Report.

4.2 Management of internal Reports

For each internal Report received, the External Consulting Company:

- Notifies the Whistleblower of its receipt within 7 days;
- Arranges a face-to face meeting or a telephone appointment, if this has been requested, within a reasonable time frame (and no later than 15 days). Following the meeting, the External Consulting Company inserts an account of the Report into the the Whistleblowing Platform, after having shared it with the Whistleblower;
- Can request any additional information or documentation to the Whistleblower, if deemed necessary;
- Conducts a preliminary analysis of the Report in order to assess whether it falls within the scope of this Policy and meets its contents requirements;

- Provides the Whistleblowing Committee with a document summarising the findings from the preliminary assessment. It should be noted that, to avoid potential conflict of interest, if the Report were to refer to a member of the Whistleblowing Committee, such document shall only be shared with the other member of the Whistleblowing Committee.

Following the preliminary assessment activities, the Whistleblowing Committee classifies the Report as either:

- Non admissible: if it falls outside the scope of application of this Policy and/or does not contain enough elements/supporting documents to go on with the assessment/investigation:
- Admissible: if it meets the condition of this policy and its content/related supporting documents are enough to go on with the assessment/investigation.

For each admissible Report, the Whistleblowing Committee:

- Begins the related investigation activities to verify the validity of the reported information, for which they may use the support from Company bodies/functions and/or external consultants (while guaranteeing continued confidentiality and protection);
- In case the Report refers to Lagfin's Italian branch and is assessed relevant under Legislative Decree 231/2001 or related to violations of the 231 Model, informs the Supervisory Body and keeps it updated on the progress and results of the investigation.

Within three months from the receipt date, based on the information shared with the Whistleblowing Committee, the External Consulting Company provides Feedback to the Whistleblower on the inadmissibility of the Report or on the outcome of the investigation. If such investigation activities were to require additional time for their completion, the Feedback will concern the progress of said activities and will be completed once the assessment has been concluded.

Upon completion of the investigation, the Whistleblowing Committee (or the external consultants, in case investigation activities are out-sourced) drafts a summary report of the verification steps taken and their outcomes. The summary report can then be shared with the competent/interested Company bodies and functions, in order to define the appropriate action to be taken, including possible disciplinary/sanction measures or remedial actions for Lagfin.

All Reports are archived and retained, along with the supporting, in an *ad hoc* archive for five years.

5. EXTERNAL REPORTING CHANNEL

The national laws on Whistleblowing provide that Whistleblowers may submit a Report via external channels, specially designated by competent authorities. While in Luxembourg there are no conditions upon which the Whistleblower can make a Report directly through an external channel, in Italy the following must apply:

- Internal reporting channels are not operational or do not fulfill the requirements provided by the Whistleblowing Decree and by the laws transposing the Whistleblowing Directive;
- A Report submitted in accordance with the provisions set out in this Policy has not received adequate follow-up;
- The Whistleblower has reasonable grounds to believe that if they were to submit an internal Report, this may not be adequately followed up or it may lead to a risk of Retaliatory measures;
- The Whistleblower has reasonable grounds to believe that the violation constitutes an imminent or obvious danger to the public interest.

6. PROTECTION AND SUPPORT MEASURES

Lagfin guarantees protection of Whistleblowers, both in terms of confidentiality and absolute prohibition of any kind of retaliation against them.

6.1 Protection of Confidentiality

The External Consulting Company and the Whistleblowing Committee ensure the confidentiality of the identities of the Whistleblower and of the entire contents of the Report, as well as of the attached documents.

These are also forbidden from disclosing any information through which one may trace back to the identity of the Whistleblower, of any Facilitator and of other persons involved or mentioned in the Report.

Such information may be then shared with the competent or interested Lagfin company bodies and with any external consultants appointed by the Whistleblowing Committee to carry out the investigation activities. In any case, only information deemed necessary to complete said activities shall be shared.

The breach of confidentiality obligations may lead to disciplinary liability, without prejudice to further liability under the law.

6.2 Protection against Retaliatory measures

Lagfin forbids any Retaliatory measures against the Whistleblower, or other protected persons, who are entitled to claim compensation with the competent judicial authorities for damages incurred or to be reinstated in the workplace if dismissed.

Such protective measures shall be applicable for all Reports submitted in accordance with this Policy as long as the Whistleblower had reasonable grounds to believe that the information about the reported violations was true and the Retaliatory measures have been taken as a consequence of the Report, complaint or Public Disclosure.

In case a Whistleblower has made a false and unfounded Reports in bad faith, with the intention of slandering, defaming or causing prejudice to the person involved or to other persons mentioned in the Report, the above protective measures will not be applied and Lagfin will take the appropriate disciplinary and/or legal measures to protect its rights, property or image.

6.3 Additional protection and support

The Whistleblower may also benefit from any support measures that may be offered by other third sector entities in agreement with the competent authorities. Such measures may include but are not limited to provision of free information and advice to Whistleblowers on the protection against Retaliatory measures, on the rights of the persons involved, on how to make reports and on access to state-provided legal aid.

6.4 Limitation of the Whistleblower's Responsibilities

The Whistleblower will not be held responsible with respect to potential disclosures of personal data or damages to the reputation of the reported party deriving from the Report, complaint or Public Disclosure, as long as the following conditions are met:

- Upon making the Report, the Whistleblower had reasonable grounds to believe that the disclosed information was necessary to reveal the reported conduct or violations;
- The Report was submitted under the conditions established by this Policy;
- The information was acquired lawfully.

7. PROTECTION AND PROCESSING OF PERSONAL DATA

The processing of personal data, as well as the information contained within the Report, will be carried out in compliance with GDPR, the Whistleblowing Directive, the Italian Whistleblowing Decree and the Luxembourg Whistleblowing Law.

8. ADOPTION AND DIFFUSION

Lagfin promotes the diffusion of this Policy via its website and will subject it to periodical verification and updates.