



WHISTLEBLOWING MANAGEMENT
(WHISTLEBLOWING CHANNEL)



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FOREWORD

Integrity and respect for laws and rules of conduct represent core values within the Tod's Group, as defined in the Group's Code of Conduct.

This culture of integrity must be pursued by all Tod's Group employees in their work every day, regardless of nationality, place, position or seniority.

In compliance with current best practices at national and international level, reflected in the recommendations contained in the Corporate Governance Code and in the Group's Internal Control and Risk Management System Guidelines, the Company's Internal Control and Risk Management System has an internal reporting system for reporting acts or facts that may constitute a violation of applicable regulations and internal procedures (the "Whistleblowing system").

OBJECTIVE

The objective of this document is to govern the process of sending, receiving, analysing and processing reports (including anonymous ones) received through the Platform (available at the following link: <https://areariservata.mygovernance.it/#!/WB/tods> hereinafter also referred to as the "Platform"), concerning the Tod's Group.

This document is also aimed at implementing Directive (EU) 2019/1937 on the protection of persons who report breaches of Union law and Law No. 179 of 30 November 2017 on the protection of employees or collaborators who report unlawful acts. The above-mentioned law established the whistleblowing regulation within the private sector, thus amending Legislative Decree no. 231/2001 on the "administrative" liability of entities (hereinafter "Decree 231").

Therefore, Directive (EU) 2019/1937 and Law no. 179/2017 aim to promote the fight against unlawful conduct within the Company, thus enabling the Company to implement an active system for the prevention and management of such conduct.

In this context and with this rationale in mind, anyone who becomes aware of facts that could potentially be subject to a report is invited to promptly report them in the manner described below.



PROTECTION OF THE PARTY SUBJECT TO THE REPORT AND DATA PROTECTION

As defined in the Code of Conduct, the Tod's Group Internal Control and Risk Management System guidelines and the Organisational Model pursuant to Legislative Decree no. 231/2001, the Company guarantees the protection of whistleblowers against any form of retaliation, discrimination or penalisation for reasons directly or indirectly linked to the report.

All those involved in the process of managing reports are required to ensure the confidentiality, privacy and security of the information received, including the identity of the Whistleblower and the party subject to the report, who must be protected in every context, as of the moment when the report is received.

The identity of the Whistleblower may only be disclosed with the Whistleblower's consent, or when knowledge of it is indispensable for the defence of the party subject to the report, or if the information is requested by the judicial authorities in the course of investigations or any proceedings lodged following the report.

In all cases the Company ensures the confidentiality and anonymity of the Whistleblower, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused wrongly and/or in bad faith.

The processing of reports and the performance of investigations are carried out in compliance with the provisions of Legislative Decree no. 196/2003 as amended (hereinafter the "Privacy Code") and EU Regulation 679/2016 (hereinafter the "GDPR").

SCOPE

This document applies to the Tod's Group.

"Reports" refers to information relating to suspected violations of the provisions of, for example but not limited to, the following:

- Code of Conduct;
- Supplier Code of Conduct;
- Anti-Corruption Policy;



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- Organisational Model pursuant to Legislative Decree no. 231/2001;
- Tod's S.p.A. Group Internal Control and Risk Management System Guidelines;
- Company procedures.

OPERATING PROCEDURES

/ Reporting unlawful conduct

Anyone who identifies alleged unlawful acts and/or violations (of legislation, regulations, the by-laws and/or company rules) may send a report using the specific IT platform available at the following link: <https://areariservata.mygovernance.it/#!/WB/tods>.

The platform is provided by an external service provider, which handles the management of the steps and data relating to registration, the latter being necessarily required of the whistleblower in order to send the report.

In order to ensure a swift and effective process, the report shall be as circumstantiated as possible, and contain the following information:

- identity of the Whistleblower (name, surname) if he or she does not decide to make an anonymous report;
- company/entity where the event occurred;
- date/period, location and manner in which the reported incident occurred;
- information of the party subject to the report (name, surname, role);
- department to which the violation refers (e.g. Merchandising, PR and Press Office, Human Resources, Administration and Finance, etc.);
- description of the facts;
- type of potential violation committed (e.g. Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001; Code of Conduct/Anti-Corruption Policy, company procedures/policies; violation attributable to the Head of the Internal Audit Function, etc.).

In addition to the above, the Platform also provides space for the following optional information to be provided:

- company name of the company/entity for which the report is submitted;



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- current position/role (e.g. employee, collaborator, supplier, customer, etc.) and company;
- indication as to whether a report has been made to other corporate entities and, if not, the underlying reasons;
- documentary proof (if any) of the facts alleged (to be uploaded to the Platform).

The Platform, by means of an email communication, promptly informs the Whistleblower that the report has been successfully forwarded to the “Report Managers”.

2 Receipt and management of reports

Following the entry of a report, depending on the type of potential violation, the Platform sends a notification to the following “Report Managers”:

- the Whistleblowing Office is made up of the Head of the Internal Audit Function and the Director of the Whistleblowing System, the latter generally identified by the Board of Directors from amongst the Independent Directors. With the consent of the Director of the Whistleblowing System, the Head of the Internal Audit Function may rely on other employees of the Company and/or consultants to carry out the investigation and the respective activities after a report has been received.
Within the IT platform, it is also possible to report an alleged irregularity and/or violation linked to the Head of the Internal Audit Function, in which case only the Director of the Whistleblowing System will have access to it.
It is also possible to report an alleged irregularity and/or violation attributable to the Director of the Whistleblowing System, in which case only the Head of the Internal Audit Function will have access to it;
- the members of the Supervisory Bodies of the Group companies that have implemented an Organisational Model pursuant to Legislative Decree no. 231/2001, where the whistleblower wishes to report an alleged irregularity and/or breach of the Model itself.

Please note - as indeed required under the Organisational Model pursuant to Legislative Decree no. 231/2001 - should reports be made regarding violations that are not related to the Model itself, the Supervisory Body shall forward the report to the Whistleblowing Office according to the procedures set forth above.



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The Report Manager is not obliged to assess reports that lack the elements specified in the previous paragraph, and may - where appropriate - ask for clarification, which the Whistleblower will not be able to refuse to provide without justification. Moreover, the Report Manager reserves the right to consider anonymous reports, with a view to initiating in-depth investigations/screening to confirm what has been reported, only if they include precise, consistent and adequately circumstantiated information.

Within 7 days of receipt, the Report Manager informs the Whistleblower via the Platform that the report has been taken under advisement. At the same time, having identified the type of potential violation committed, the Report Manager assesses whether to inform and convene by email the company contact persons based on their respective areas of responsibility (e.g. Human Resources, Administration and Finance, Legal, etc.), after checking for the absence of potential conflicts of interests, for the necessary investigations.

The Report Manager, together with the competent contact person, carries out a preliminary check to assess the objective and subjective elements characterising the report and initiates first-level checks and verifications.

The Report Manager will then report the results of this preliminary check (e.g. feasibility of the investigation, request for further information, etc.) within the Platform no later than 90 days from when the report is received, in order to send an initial response to the Whistleblower.

The Report Manager may, where possible, invite the Whistleblower to a direct discussion in order to assess the truthfulness and grounds of the allegations, as well as to carry out the necessary checks and in-depth investigations, also by visiting the place concerned in order to reconstruct the facts, and also to request from the competent structures and/or subjects any further documentation and clarification that may be necessary.

Having reconstructed the dynamics of the facts and concluded the initial investigation, the Report Manager formalises the activities and assessments carried out and, in line with what is defined in the Internal Control and Risk Management System Guidelines (par. 12.5 and 12.6), reports the results of the investigation conducted to:

- the Control and Risk Committee, the Board of Statutory Auditors and the Supervisory Body (if he or she is not also the Report Manager);
- Board of Directors, Control and Risk Committee, Board of Statutory Auditors and Supervisory Body (if he or she is not also the Report Manager), in the most



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serious cases and in any case when the report concerns a Director or Statutory Auditor or an alleged violation entailing the risk of the application of a sanction contemplated by the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/01.

If the investigation concerns a member of one of the Corporate Bodies, the Report Manager shall communicate the results, where appropriate, to the Board of Directors, the Control and Risk Committee, the Board of Statutory Auditors and the Supervisory Body (if he or she is not also the Report Manager), who shall agree on how to proceed and which competent functions to involve in the process.

On a half-yearly basis, the Whistleblowing Office submits a report to the Board of Directors summarising the reports managed (archived and subject to assessments) including the adoption (or otherwise) of disciplinary measures.

On a half-yearly basis, the Whistleblowing Office submits a report to the Supervisory Body summarising the reports managed (archived and subject to assessments) including the adoption (or otherwise) of disciplinary measures. The report also provides the essential information needed to assess any existence of violations of the Organisational Model pursuant to Legislative Decree no. 231/2001.

The Supervisory Body, as set forth in the Organisational Model pursuant to Legislative Decree no. 231/2001, sends the Board of Directors, in its periodic Report, a summary of the reports managed (archived and subject to assessments), including the adoption (or otherwise) of disciplinary measures.

On a half-yearly basis, the Internal Audit Function checks that the platform is functioning properly (e.g. by entering a test report) in order to identify whether any corrective measures are needed.

3 Penalty System

In the case of defamatory reports, the receiving function shall forward them to the Human Resources Department, so that it may assess whether to initiate disciplinary proceedings



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against the Whistleblower¹, or to the Function/Department that manages the relationship with the counterparty to evaluate the application of any contractual sanctions up to and including termination of the relationship.

The Company shall not take retaliatory action (disciplinary sanctions, demotion, suspension, dismissal) or discriminate in any manner in the workplace against Company personnel who have acted in good faith to report incidents or suspected instances of misconduct or danger in the workplace.

The Report Manager verifies that the whistleblower is not subjected to retaliatory, discriminatory or otherwise unfair conduct as a result of the report, even if it is not actually established that the party subject to the report is liable, without prejudice to the possibility of applying disciplinary measures against those who send reports that turn out to be unfounded, with malicious intent or gross negligence.

Sanctions are defined in relation to the addressee, as set forth in the applicable National Collective Labour Agreement.

RECORDS MANAGEMENT

All documentation (electronic and hard copy) produced in the context of the activities governed by this procedure is filed by the Whistleblowing Office and made available at the request of Shareholders, the Board of Directors, the Board of Statutory Auditors and the Supervisory Body.

Documents produced as part of the activities described in this procedure must be retained for 10 years, unless established otherwise by law.

¹ if not anonymous and identified as employees, managers or persons with collaboration relationships pursuant to art. 2222 of the Civil Code (self-employed workers) or pursuant to art. 409 of the Code of Civil Procedure (quasi-subordinate workers), who work for the Company. With reference to external consultants and all those who have contractual relationships with Tod's SpA, the relative contract may be terminated or cancelled.