

Whistleblowing Policy

SWS CONSULTING ENGINEERING - Structure, Water & Survey Srl

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PREMISE

This policy establishes a comprehensive framework for the management, reporting, and investigation of whistleblowing disclosures within SWS Consulting Engineering - Structure, Water & Survey Srl and all its branches and representative offices (hereinafter referred to as "SWS" or "the Company"). SWS is steadfastly committed to ensuring transparency, accountability, and the highest ethical standards in all its operations, fully complying with both national and international legal and regulatory requirements.

The Company recognizes the critical importance of providing all employees, collaborators, suppliers, and any relevant stakeholders with a secure, confidential, and protected environment in which they can report suspected misconduct, illegal activities, or ethical violations. Whistleblowing, when done in good faith, is a key component in promoting the integrity of the Company and safeguarding its operations from potential risks and reputational damage.

This policy guarantees that every report made will be treated with the utmost seriousness, fairness, and impartiality. Retaliation or any form of adverse treatment against whistleblowers is strictly prohibited by SWS, and the Company provides extensive protection to those who make reports in good faith.

The scope of this policy includes but is not limited to violations concerning laws, regulations, internal policies, ethical misconduct, fraud, corruption, breaches in health and safety standards, environmental damage, as well as issues related to discrimination, harassment, and other unethical conduct.

Furthermore, as provided for by the Organization, Management and Control Model pursuant to Legislative Decree 231/01 ("Model"), facts constituting one of the crimes provided for by Legislative Decree 231/01.

This policy reinforces SWS's broader commitment to integrity and responsible conduct, which are core values embedded in the Company's corporate governance and operational model.

LEGAL FRAMEWORK

This Whistleblowing Policy is designed in full compliance with a range of domestic and international legal standards, ensuring that it meets the highest standards of accountability and protection for whistleblowers, among which the Italian Legislative Decree 24/2023, which implements Directive (EU) 2019/1937 on whistleblowing protection.

For integrity and procedural alignment, SWS also references the benchmarks and best practices set forth by the Asian Development Bank (ADB) and the World Bank (WB), acknowledging their leading role in fostering transparent, robust whistleblowing frameworks in the international development sector. These references are benchmarks for SWS and are incorporated where appropriate, in alignment with applicable local regulations.

DEFINITIONS

For the purposes of this policy, the following definitions are applied:

- **Whistleblowing:** The act of reporting actual or suspected misconduct, illegal activities, or breaches of ethical standards, in line with ADB's principle of encouraging disclosure to maintain the integrity of operations.
- **Whistleblower:** Any individual who, in good faith, reports suspected misconduct, including corrupt, fraudulent, coercive, collusive, obstructive practices, or other integrity violations.

- **Good Faith:** A genuine belief that the information reported is true and that it discloses wrongdoing, even if it is later found to be mistaken.
- **Retaliation:** Any adverse action, including dismissal, demotion, harassment, discrimination, or other punitive measures, taken against a whistleblower for making a report in good faith. This aligns with ADB AO 2.10, which prohibits retaliation and ensures whistleblower protection.

WHISTLEBLOWING REPORTING CHANNEL

SWS ensures the availability of a confidential reporting channel to facilitate whistleblowing. This confidential channel is the Supervisory Board (“ODV”) and a Confidential Email Address (odv@swsconsulting.it): a direct email address for the Supervisory Board, where reports can be sent securely.

Reports may be submitted anonymously; however, SWS encourages individuals to provide as much information as possible to ensure thorough investigation and resolution of reported issues.

If the object of the Report is a conduct held by a member of the Supervisory Board (“ODV”) or by the entire Supervisory Board of the company, the Reporting Person must contact the Board of Directors directly.

SWS has also integrated advanced data protection safeguards to ensure the secure handling of reports, consistent with GDPR and international data privacy standards.

PROCESSING AND INVESTIGATION OF REPORTS

Upon receiving a whistleblowing report, SWS adheres to a rigorous process designed to ensure impartiality, fairness, and timeliness in addressing the concerns raised. The process includes:

1. **Acknowledgement of receipt:** Within seven days of receiving a report, the reporting person is given confirmation of receipt of the report and confirmation that it is being examined.
2. **Preliminary Evaluation:** A thorough initial review is conducted to assess whether the report falls within the scope of this policy. This evaluation determines whether further investigation is warranted.
3. **Investigation:** If the report is deemed credible and relevant, an investigation is initiated by the Supervisory Board (“ODV”), or an independent third-party investigator is appointed. Investigators gather evidence, conduct interviews with relevant individuals, and review applicable documentation to ascertain the facts.
4. **Findings and Actions:** Once the investigation is concluded, a comprehensive report is prepared outlining the findings and recommended corrective actions. The report is submitted to the Board of Directors (“BoD”) and the Supervisory Board (“ODV”), if the investigation is performed by an independent third-party for review and further action. Depending on the nature of the findings, corrective measures may include disciplinary actions or the initiation of legal proceedings.
5. **Closure and Feedback:** The whistleblower is informed of the outcome of the investigation, provided that legal considerations permit disclosure. Feedback on the actions taken and any outcomes is shared in a manner that protects the privacy and confidentiality of all involved parties.

To strengthen credibility and accountability, SWS also integrates periodic reviews of whistleblowing cases, trends, and lessons learned, to ensure continuous improvement of this process.

WHISTLEBLOWER PROTECTION AND ANTI-RETALIATION MEASURES

SWS recognizes the critical importance of safeguarding whistleblowers from retaliation. The Company is committed to ensuring that any person who reports misconduct in good faith will be protected from any form of adverse action, whether physical, professional, or personal. The following measures are in place to protect whistleblowers:

- **Zero Retaliation:** Any individual found to have engaged in retaliatory actions against a whistleblower will face disciplinary consequences, which may include dismissal.
- **Confidentiality:** All reports are treated with the highest level of confidentiality. The identity of the whistleblower will be protected to the greatest extent possible.
- **Legal Remedies:** Whistleblowers who believe they have faced retaliation can seek legal remedies under applicable national and international laws.

AWARENESS, TRAINING, AND COMMUNICATION

To ensure that all stakeholders are aware of their rights and obligations regarding whistleblowing, SWS provides comprehensive training programs and awareness campaigns. These initiatives aim to:

- Educate employees and collaborators on how to recognize unethical conduct and report it securely.
- Promote a culture of integrity and transparency throughout the organization.
- Ensure that all personnel understand the procedures for reporting misconduct and the protections available to whistleblowers. SWS ensures that all personnel and stakeholders are regularly reminded of these protections to encourage reporting and build trust in the whistleblowing system.

POLICY REVIEW AND UPDATES

This policy will be regularly reviewed and updated to ensure that it remains in line with evolving legal requirements, industry best practices, and the needs of the Company. WS commits to a structured review whenever significant regulatory changes or relevant updates occur, to ensure the continued effectiveness of its whistleblowing framework. Any amendments to this policy will be reviewed and approved by the Board of Directors and communicated to all relevant stakeholders.

For integrity and global alignment, this policy also references the leading practices and procedural guidance issued by International Financial Institutions, including the Asian Development Bank (ADB) and the World Bank (WB), as expressed in their Integrity Principles and Guidelines, Sanctions Systems, and cross-debarment agreements under AMEDD (Agreement for Mutual Enforcement of Debarment Decisions). These references, while not binding under Italian law, are recognized as global best practices and incorporated by SWS as benchmarks to ensure the highest standards of ethical conduct.