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1. SOURCES IN LAW AND REGULATIONS

Article 54 bis¹, D.Lgs. [Legislative Decree] 165/2001, inserted by article 1, paragraph 51 of Law 190/2012 (the so-called anti-corruption law) introduced into our legislation a measure designed to favour the emergence of unlawful acts and irregularities, so-called whistleblowing in Anglo-Saxon countries.

A Whistleblower is an employee of a public administration that reports to the bodies with the lawful power to intervene, any infringements or irregularities committed against the public interest. The whistleblowing is in this sense an expression of civic duty, by means of which the Whistleblower helps to bring to attention and helps to prevent the risk of situations that are prejudicial to the administration they belong to and consequently to the public interest as a whole.

The purpose of the law is therefore to help ensure that the employee will not fail to report unlawful acts for fear of suffering negative consequences.

To this end, the law protects the Whistleblower by means of three general principles:

- the protection of anonymity;
- the denial of the right to access to his/her whistleblowing;
- the prevention of discrimination against the Whistleblower.

2. SCOPE AND PURPOSE OF THIS PROCEDURE

This procedure is aimed at the fully implementation of the regulations on the protection of Whistleblowers that report unlawful acts.

With this in mind the aim of this procedure is to provide the Whistleblower with clear operating instructions on the subject, content, recipients and manner of sending of the reported information, as well as explaining what the forms of protection are afforded to him, or her, by the company.


3. PERSONS ENTITLED TO MAKE A REPORT AS WHISTLEBLOWER

Unlawful conduct and irregularities can be reported by the following categories of persons:

- Employees of Francescon O.P. Soc. Agr. Soc. Cons. a R.L.;
- Employees of companies associated with Francescon O.P.;
- Workers and collaborators of supplier and provider companies of goods or services that work for Francescon O.P. and its associated companies.

4. RECIPIENTS OF THE WHISTLEBLOWING AND PERSONS CHARGED WITH DEALING WITH IT

The whistleblowings must be sent, in the way specified here below, directly to the Transparency and Corruption Prevention Manager (hereinafter referred to as the TCPM). Whistleblowings sent by a member of staff to his/her superior, as well as those received in errors by any other employee, must be immediately sent to the TCPM, acting with all due caution as required to ensure the confidentiality of the identity of the Whistleblower and the content of the whistleblowing.

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5. SUBJECT OF THE WHISTLEBLOWING

The subject matter of the whistleblowing are not only facts that amount to criminal conduct, but any situation in which, irrespective of any criminal liability, relates to potential breach of security, of the integrity of the quality or the compliance with regulations of the products.

The whistleblowing may regard:

- infringement of good practice of conduct of employees or of other provisions subject to disciplinary proceedings;
- conduct likely to cause prejudice to the image of Francescon O.P. and associated companies;
- conduct likely to cause prejudice to customers, suppliers, members, employees or other persons that carry on their activities at Francescon O.P. and/or associated companies;
- conduct likely to cause prejudice to the property/assets of Francescon O.P. and/or associated companies.

The whistleblowings may not on the other hand regard complaints or disputes of a personnel nature from the Whistleblower or requests that relate to the employment relationship or relations with superiors or with colleagues, which matters are handled by the personnel department.

6. CONTENT OF THE WHISTLEBLOWING


The Whistleblower must provide all evidence useful to be able to proceed with appropriate checks and verification of good grounds for the allegations that are the subject of the whistleblowing. To this end, the whistleblowing must contain the following essential elements:

- the Whistleblower's own personal details;
- a clear and complete description of the facts that are the subject of the whistleblowing. It is essential that the facts are known directly to the Whistleblower, and are not hearsay;
- if known, the circumstances of the time and of the place at which the acts were committed;
- if known, personal details or other elements (such as the position and department in which the activities have taken place) that make it possible to identify the person or persons who have carried out the reported actions;
- an indication of any other persons that could give evidence about the actions that are the subject of the whistleblowing;
- an indication of any documents that may confirm that the facts of the whistleblowing are well-founded;
- any other information that could prove useful in ascertaining the subsistence of the reported facts.

Whistleblowings on the following shall not be considered:

- those that regard facts not relating either to personnel or to the area of work of Francescon O.P.;
- those that only regard complaints of a personal nature;
- those that are based only on suspicions or rumours.

It must be noted that anonymous whistleblowings, where no details are accessible so that the person making the whistleblowing can be identified, even if sent in the manner described below, will not be

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taken into consideration for the purposes of the procedures designed to protect a Whistleblower reporting unlawful actions, but will be treated as any other anonymous whistleblowing and considered for further checks only if relating to matters of particular seriousness and made with suitable detail and background evidence.

7. MANNER OF MAKING OF, AND THE RECIPIENTS OF, THE WHISTLEBLOWING

Francescon O.P. provides for its collaborators a special form to facilitate reporting that meets the requirements of this procedure. Both the form (MODQ 3.4-01 “Whistleblowing of alleged unlawful conduct and irregularities) and this procedure (PRQ 3.4 “Whistleblowing of alleged unlawful conduct and irregularities) are available from the company website www.francesconmelons.com in the section “COMPANY - TRANSPARENT COMPANY”.

If the Whistleblower does not intend to use the form prepared by the company, the whistleblowing he or she submits may nevertheless be taken, provided it does not come within the exclusion categories indicated in the point above.

The whistleblowing must in any case be signed and accompanied by an ID document by the Whistleblower, insofar as various forms of protection afforded to whistleblowing be granted only to identifiable and recognisable persons.

The whistleblowing may be submitted as follows:


- By e-mail to the address of the TCPM segnalazionifrancescon@gmail.com, which is only accessible by the TCPM. The identity of the Whistleblower will only be known to the TCPM who guarantees its confidentiality. If the employee uses his/her own company email account to submit the whistleblowing, it must not be accompanied by any ID document;
- By means of the postal service. In such case, to be able to enjoy the guarantee of confidentiality, the whistleblowing must be put in a closed envelope bearing the external wording “confidential/personal” and must be sent to the following address:

*To the kind attention of Dott. Schirolì Sergio
Transparency and Corruption Prevention Manager
Strada Pedrocca, 1
46010 – Curtatone (MN) - Italy*

- As an alternative to the sending of a written whistleblowing, the Whistleblower may also report orally by means of a statement made in the presence of the TCPM. In such case, a transcript shall be made of the statement, which shall be signed by the Whistleblower.

The TCPM, on receipt of the whistleblowing, identifies the Whistleblower on the basis of his/her identity, position and role and immediately separates such identifying data from the content of the whistleblowing, giving the whistleblowing a code to take the place of the identifying details. It shall in this way be possible to check whether the whistleblowing submitted anonymously is well founded and, only in cases where strictly necessary, makes it possible for subsequent association of the whistleblowing with the identity of the Whistleblower.

If the whistleblowing regards the TCPM himself, the Whistleblower sends the whistleblowing to ANAC (the National Anti-corruption Authority), using the special form at the website of this Authority, to the following email address: whistleblowing@anticorruzione.it.

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8. VERIFYING WHETHER THE WHISTLEBLOWING IS WELL-FOUNDED

The management of and the checks on the grounds of the circumstances discussed in the whistleblowing are in the hands of the TCPM who will act with impartiality and confidentiality, in the general interest of all parties involved, taking any steps he deems advisable, including having personal interviews with the Whistleblower and any other persons that may report on the facts related to the whistleblowing.

To this end, the TCPM may avail himself of the collaboration and support of all company personnel that may usefully contribute to verification of the well-founded nature or otherwise of the whistleblowing. These latter persons are subject to the same obligations of confidentiality as provided for for the TCPM. If required, the TCPM may also obtain the co-operation of supervisory bodies external to the company (including for example the Provincial Employment Office, the Carabinieri public order force, ATS Valpadana, Professional Associations etc.).

The Whistleblower may at any time ask for information on the status of the dealings with his/her whistleblowing, sending an email request to the TCPM's email address segnalazionifrancescon@gmail.com.

Within a maximum term of 120 days from receipt of the whistleblowing, the TCPM shall complete the proceedings, providing alternatively:

- to notify the reported facts, emphasising that it is a whistleblowing protected by confidentiality, to the body that deals with disciplinary proceedings and/or to other competent company bodies, in order that the required measures of the case may be taken;
- forward the whistleblowing to the competent authority;
- dismiss the whistleblowing, if it is deemed unfounded.

The TCPM also notifies the outcome of the proceedings to the Whistleblower who will have given at least a contact address and uses, moreover, the content of the whistleblowing to identify critical areas in the company with a view to make improvements in the quality and effectiveness of its corruption prevention systems. To this end, in case of not clear and obvious unfounded nature of the whistleblowing, the TCPM may draw up the organisational measures necessary to strengthen the company's corruption prevention measures in the light of the facts emerging from the whistleblowing from the Whistleblower.


9. FORMS OF PROTECTION IN PLACE FOR THE WHISTLEBLOWER

The forms of protection afforded to the Whistleblower provided for in law are indicated here below (article 54 bis, Legislative Decree 165/2001):

- *Duty of confidentiality in relation to the identity of the Whistleblower, denying the rights of access to the whistleblowing.*

The identity of the Whistleblower may not be revealed except in cases in which there is liability for slander and defamation under the provisions of the Italian criminal code or civil liability pursuant to article 2043 of the Italian civil code and in cases in which anonymity cannot be claimed in law (e.g. in criminal, tax and administrative investigation, or during inspections by supervisory bodies).

Therefore, save for above exceptions, the identity of the Whistleblower may not be revealed without his/her express consent and all those who receive the whistleblowing, or that are involved in handling the whistleblowing, are required to protect the confidentiality of such

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information. Breach of the duty of confidentiality amounts to grounds for disciplinary action, save any other liability under the law.

If the claim is wholly or in part based on the whistleblowing, and knowledge of the identity of the Whistleblower is essential for the defence of the accused, the whistleblowing may be used for the purposes of disciplinary proceedings only with the consent of the Whistleblower to his/her identity being disclosed.

Access to the whistleblowing is moreover denied under the provisions of articles 22 et seq. of Law 241/1990. The document may not, therefore, be viewed or copied by any applicants.

- *Prohibition to discriminate the Whistleblower.*

Under current law and regulations on whistleblowing, the Whistleblower that has reported or has disclosed unlawful conduct he/she has learned of through his/her contract of employment, may not be penalised, removed from his/her tasks, dismissed, transferred or subject to any other organisational measures with negative effects for him/her, whether direct or indirect, as regards working conditions, as a consequence of his/her whistleblowing.

An employee that feels he/she has been discriminated against for having made his/her whistleblowing concerning unlawful conduct must notify the circumstance of the discrimination to the TCPM. The latter, having appraised the facts, shall promptly decide on the opportunity/necessity to take action or measures to re-establish the situation and/or to remedy the negative effects of the discrimination administratively and evaluate whether there are grounds for bringing disciplinary proceedings against the person responsible for the discrimination.

The taking of measures deemed to be retaliatory against the Whistleblower shall in any case be notified by him/her to ANAC.

10. RESPONSIBILITY OF THE WHISTLEBLOWER

As expressly provided for in article 54 bis, paragraph 9, of the D. Lgs [Legislative Decree] No. 165/2001, in no case is any whistleblowing worthy of protection if it is ascertained, including with a judgement of first instance, that there has been criminal responsibility of the Whistleblower for slander or defamation or involving non-contractual liability.

Other sources of liability for the purposes of disciplinary proceedings and for other competent bodies (including through notifications to ANAC by the TCPM), are any kind of abuse of this procedure, such as the making of a manifestly opportunistic whistleblowing and/or made with the sole purpose of damaging the company, the reported person or other persons, and any other case of improper or intentional exploitation of this procedure.

11. AWARENESS PROCESSES AND TRAINING

Francescon O.P., as well as widely publicising this document, both on its own website and by posting on notice boards at the company's offices, shall foster effective awareness and training as regards rights and duties with respect to reporting potential breaches of the security, the integrity, the quality and compliance with regulations of the products, (unlawful acts and irregularities), in particular in respect of training courses on ethics and the code of conduct for all employees.