

GUALA CLOSURES GROUP PROCEDURE FOR REPORTING VIOLATIONS OF LAW, CRIMES OR OTHER IRREGULARITIES (WHISTLEBLOWING)

ENGLISH VERSION

1. PURPOSE AND FIELD OF APPLICATION

1.1 Purpose

This group whistleblowing procedure (hereinafter also the "**Procedure**") approved and issued by Guala Closures S.p.A., parent company of the Guala Closures Group, (hereinafter also "**Guala Closures**" or the "**Group**") is intended to define and rule the Group organizational aspects and operational processes aimed at ensuring the protection of reporting parties and the proper management of reports relating to violations of national and/or international law or regulatory provisions that affect the public interest or integrity of the public administration or private entity and reports relating to violations of the Code of Ethics and Conduct adopted by Guala Closures of which the Whistleblower (as defined here-below) has become aware in a public or private work context.

1.2 Field of application

This Procedure applies to all Group companies with the sole exception of Guala Closures Deutschland GmbH, for which shall be applicable the specific local procedure that prevails over this Procedure.

This Procedure sets a minimum standard for the Group-wide whistleblowing management system. Each company of the Group, in compliance with local law and regulations and the indications contained in this Procedure, may define more specific or restrictive procedures to be applied in the individual countries in which Guala Closures is based. All local procedures shall be shared with the Group Chief Legal Officer to analyse their alignment to the present Procedure.

This Procedure has been drawn up to ensure a unique group-wide process in the management of reports and is based, among the others, in particular on the contents of the 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, extending its principles to the management of reports received at global level, in accordance with the applicable local regulations.

The provisions of this Procedure shall not limit and shall not in any way affect the right or obligation to report any situation to the supervisory or control bodies of the individual companies of the Group or to the competent public and judicial authorities in the countries where the Group operates in accordance with the applicable local law and regulations.

2. REFERENCES, HOW TO USE, ISSUE

2.1 References

This Procedure has been drawn up with reference to the requirements and contents of:

- Code of Ethics and Conduct adopted by Guala Closures (hereinafter "**Code of Ethics**");

- 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;
- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC ("**General Data Protection Regulation**" or "**GDPR**").

2.2 How to use

This procedure is a document issued at Corporate level, intended to be applied in the entire Group with the sole exclusions provided in article no. 1.2.

3. SCOPE

This Procedure is addressed, by way of example but not limited to:

- Employees;
- Persons with administrative, managerial, control, supervisory or representative functions, even if such functions are exercised on a purely de facto basis at Guala Closures;
- Freelancers and consultants who work at Guala Closures;
- Shareholders who are natural persons of Guala Closures;
- Any Guala Closures stakeholder.

All these subjects are natural persons who have directly or indirectly obtained information regarding violations and can report through the reporting channels adopted by the Group in compliance with the present Procedure and the applicable legislation (hereinafter also "**Whistleblowers**" or, individually, the "**Whistleblower**").

The person formally appointed to manage the Reports (as defined here-below) received through the internal channels provided for by this Procedure is the Head of Internal Audit and Risk Management (hereinafter also referred to as the "**Report Manager**").

The Report Manager has the role of timely managing all reports received on the reporting channels of the Group in accordance with article no. 6 of this Procedure and, in compliance with the provisions of the applicable legislation, and to ensure the protection of the Whistleblower. Should any local procedure approved by the Group Chief Legal Officer provide for different and shorter timeframes for managing the Report, these will be applied only with regard to that specific company of the Group.

The Reports Manager shall:

- issue the Whistleblower with an acknowledgement of receipt of the Report within seven days from the date of receipt;
- maintain dialogue with the Whistleblower;
- follow up on the Reports received: it is responsible for investigating the consistency of the Report, making the necessary internal investigations, gathering supporting evidence and involving appropriate local and Group management figures deemed relevant to the scope of investigation;
- provide feedback to the Whistleblower on the outcome of the Report.

To guarantee the autonomy, independence, and professionalism of the Report Manager in the whistleblowing process, the role was entrusted to the Head of Internal Audit and Risk Management function, who is an external entity to the Group organization that has demonstrated

to have all necessary requirements to carry out the role. It also has all necessary powers to request the widest and most complete collaboration of all the company functions deemed qualified to carry out the appropriate checks on the facts, circumstances and events reported.

The role of the Report Manager is entrusted *intuitus personae* and, therefore, the Report Manager shall not share his/her access credentials and shall not allow third parties access to the reporting channels.

Where deemed necessary in light of the complexity of the Report received, the Report Manager may also involve in the analysis the **Ethics Committee** (composed of the Head of Internal Audit and Risk Management, the Group Chief Legal Officer and the Group Q.A. and Sustainability Director) and all local and Group management figures considered relevant to the scope of the investigation.

To allow the Report Manager to act promptly and verify the Reports received, considering the organizational structures and the locally applicable legislation, a local whistleblowing contact manager (the "**Local Contact Manager**") is defined for each Group company who will support the Report Manager in the management of the Reports. The role of Local Contact Manager is held by the General Manager of each company of the Group. Individual companies, in compliance with applicable local regulations and with this Procedure, may identify different or additional Local Contact Managers.

4. GENERAL PRINCIPLES

Within the scope of the present Procedure, the Whistleblowers shall:

- make Reports in good faith, detailed and based on precise and consistent facts;
- avoid making unsubstantiated Reports, based on unconfirmed rumours;
- not use Reports as tools to solve mere personal problems or for the sole purpose of harming the Reported Person or for opportunistic reasons.

The Report Manager, the Local Contact Manager, the Ethics Committee and other parties involved in the management of Reports shall:

- guarantee the confidentiality of the information and protect the identity and personal data of the Whistleblower;
- avoid acts of retaliation or discrimination, direct or indirect, against the Whistleblower, even if the Report is unfounded;
- ensure the traceability of the process relating to the management and the evaluation of the Report and the adoption of any consequent measure or decision.

5. EVENTS TO BE REPORTED

Reports sent through the reporting channels defined below (hereinafter also the "**Report**" or "**Reports**") may concern, by way of example but not limited to:

- breaches of the Code of Ethics;
- violations of national or international law, including criminal law;
- other unlawful conduct of which the Whistleblower became aware due to his relationship with the Guala Closures Group;
- conduct, acts or omissions that harm the public interest or the integrity of the public administration or private entity;

- violations of regulations that occurred in the business context;
- violations of any Guala Closures procedures or policies (Corporate level/local level).

The information reported may relate to committed or not yet committed violations and breaches that the Whistleblower reasonably believes could be committed on the basis of concrete evidence.

All Reports, regardless of the channel used, must be made in good faith, detailed and based on precise and consistent facts.

The Report must contain elements useful to allow the Report Manager to carry out the appropriate investigations and verifications concerning the truth and the validity of the facts and circumstances reported. The Report must detail the facts reported, indicating the time and place of the commission/omission, the author or, if more than one, the authors of the facts themselves as well as any documents proving them. The Whistleblower may, at any time, integrate, rectify, modify, or complete the Report by adding additional evidence in the same manner as it sent the Report.

As general recommendation, in the event that the Whistleblower has the doubt whether or not to report a certain fact of which he has witnessed or had knowledge, the Whistleblower shall make the Report in any case, providing as many details as possible. Then, the Report Manager will carry out all necessary assessments to understand whether the Report is relevant and well-founded.

General content reports, mere complaints, claims, personal requests, and gossip in general will not be considered. Anyone who makes, with intent or gross negligence, reports that subsequently prove to be unfounded may be subject to the disciplinary sanctions provided for by the applicable legislation from time to time.

6. REPORTING CHANNELS

The reporting channels activated by Guala Closures to allow the sending of anonymous or non-anonymous reports are several and they can be used alternatively by the Whistleblowers to communicate any violations:

INTERNAL CHANNEL 1: EQS INTEGRITY LINE PLATFORM – Written Report

Reports relating to the topics and events included in article no. 5 of this Procedure can always be sent in writing using the EQS Integrity Line software (the "**Software**") which can be reached at the following link:

<https://gualaclosures.integrityline.com>

Through the Software, the Whistleblower is also able to send the so-called "anonymous report" that is a report without providing any personal data concerning him/her or allowing his/her identification. If the Whistleblower has subsequently been identified and has suffered retaliation acts, the protective measures provided for by the applicable legislation will apply and, in any case, not less than those established by the Directive (EU) 2019/1937.

By using the Software, the Whistleblower is able to send written Report and several format of attachments, including audio recordings, images and files.

INTERNAL CHANNEL 2: EQS INTEGRITY LINE PLATFORM – Voice Message

Reports relating to the topics included in article no. 5 of this Procedure may also be made by recording a voice message by calling one of the dedicated numbers activated by Guala Closures

and available in the website page dedicated to whistleblowing on gualaclosures.com. Regardless of the called number, in addition to the local language, it is possible to change the language by choosing between Italian, English and Spanish.

INTERNAL CHANNEL 3: DIRECT MEETING

The Whistleblower may prefer the possibility of reporting directly to the Report Manager in person or virtually. In this case, the Whistleblower may contact the Report Manager using the Software, even anonymously, or by writing directly to the following e-mail address: elisabetta.ubertini@rcadvisory.it, requesting to schedule a meeting at the company premises or, if this is not possible, via conference call via Microsoft Teams. It should be noted that this e-mail address is external to the Guala Closures corporate network and is not subject to monitoring actions carried out by any employee, manager or director of the Group.

Upon receipt of the request for a meeting, the Report Manager shall provide its feedback as soon as possible, in any case not exceeding 7 (seven) calendar days, by scheduling a face-to-face meeting within a reasonable time.

Even in the case of a direct meeting, the Whistleblowers shall benefit of all guarantees provided for by the applicable legislation and, in any case, not less than those established by the Directive (EU) 2019/1937.

EXTERNAL REPORTING CHANNELS

In accordance with the legislation and regulations applicable in the individual countries in which the Group operates, it is possible that other external reporting channels than those set up by Guala Closures may be envisaged. For these cases and to know how to make Reports through those external reporting channels, please refer to the local procedures of the specific Guala Closures company.

7. SAFEGUARDS GRANTED TO WHISTLEBLOWERS

The reasons that led the Whistleblower to make a Report are irrelevant for the purposes of its protection.

The protection system guaranteed to Whistleblowers includes:

1. Protection of confidentiality; and
2. Protection from retaliation acts.

7.1 CONFIDENTIALITY

The identity of the Whistleblower, including any other information from which such identity may be, directly or indirectly, deducted or presumed, shall not be disclosed without the Whistleblower's consent to any other person than those competent to receive and manage Reports.

The protection of confidentiality is guaranteed:

- to the Reported Person;
- to the facilitator assisting the Whistleblower;
- any other person different from the Reported Person but mentioned in the Report;

Confidentiality concerning the Reported Person and any other person mentioned in the Report is guaranteed even in the case of Reports made orally by Direct Meeting with the Report Manager.

7.2 PROTECTION FROM RETALIATION

To protect the Whistleblower, in accordance with the applicable legislation, Guala Closures establishes the prohibition of any retaliation act defined as any behaviour, act or omission, even if only attempted or threatened, put in place as a result of the Report or the complaint to the authority and that causes or may cause to the Whistleblower or to the person who filed the complaint, directly or indirectly, an unfair damage.

Guala Closures shall not tolerate any form of retaliation, threat or discrimination, attempted or actual, to the detriment of the Whistleblower or the Reported Person.

Furthermore, protection from retaliation is also granted to those subjects who may be the recipients of actions, even indirectly, due to the role assumed in the Report or in the reporting process, for example: the facilitator, people in the same working context as the Whistleblower, work colleagues, etc. Where possible, the Group will endeavour to eliminate and/or compensate for the effects that may arise from any retaliation against the above-mentioned parties.

Guala Closures, in compliance with the applicable regulations, reserves the right to take all appropriate actions against anyone who engages, or threatens to carry out, acts of retaliation against the subjects listed above, without prejudice to the right of the parties involved to legally protect themselves in the event of any harm or liability arising from the untruth of what has been declared or reported.

The application of the protection against retaliation provided in the present Procedure is subject to certain and mandatory conditions:

- a) the Whistleblower has made a Report on the basis of a reasonable belief that the information included in the Report are detailed and truthful;
- b) the Report has been made in compliance with this Procedure and the applicable law and regulations;
- c) a consequential relationship between the Report and the retaliation acts suffered is necessary. On the other hand, mere suspicions are not enough.

In the absence of these conditions, the protection against retaliation acts shall not be applied to the Whistleblowers.

8. CONFIDENTIALITY AND PERSONAL DATA PROTECTION

The processing of personal data by the Report Manager and the Local Contact Manager is carried out in compliance with the guarantees provided by the applicable regulations on the protection of personal data, including the GDPR.

The identity of the Whistleblower and any other information from which such identity may be deducted or presumed, directly or indirectly, may not be revealed, without the express consent of the Whistleblower, to any person other than those competent to receive and manage the Reports, expressly authorized to process such data in accordance with this Procedure and the applicable regulations.

In the context of any disciplinary proceeding started by Guala Closures, the identity of the Whistleblower shall not be revealed if the disciplinary proceeding is based on separate and additional investigations rather than the Report, even if consequent to it.

If the dispute is based, in whole or in part, on the report and knowledge of the identity of the Whistleblowing is indispensable for the defence of the Reported Person, the Report will be used

for the purposes of disciplinary proceedings only in the presence of the Whistleblower's express consent to the disclosure of his/her identity (to be obtained in writing or in documentable form).

9. REPORT MANAGEMENT

All Reports received through the reporting channels described in article no. 6 of this Procedure are managed by the Report Manager. Whenever a Report is received:

1. **RECEIPT:** if the Report is received on the Software or by e-mail, the Report Manager has 7 (seven) calendar days from the receiving date to send the Whistleblower an acknowledgement receipt.
2. **PRELIMINARY PHASE:** it must be completed within 10 calendar days from the receipt of the Report (extendable up to 15 calendar days if there are investigative needs). At this phase, the Report Manager shall record and store the Report through the dedicated function on the Software in case of written or voice message Reports. If the Report is the result of a direct meeting between the Report Manager and the Whistleblower, the Report Manager shall keep track of the meeting drafting a special report that shall be uploaded within 7 calendar days on the Software.
 - a. If deemed useful for the purpose of a better evaluation of the Report, regardless of the topic, the Report Manager may decide to involve other managers or employees, including the Ethics Committee.
 - b. During the Preliminary Phase, the Report Manager shall contact the relevant Local Contact Manager to inform him/her of the Report and coordinate the following activities in the subsequent Investigation Phase.
3. **INVESTIGATION PHASE:** it must be completed within 75 calendar days from the date of its start, except in cases of urgency in which the deadline is reduced to 30 calendar days. At this phase, the Report Manager and, if necessary, the Local Contact Manager and/or the Ethics Committee, shall carry out the appropriate analysis to understand the validity and truthfulness of what has been reported.
 - a. If necessary, the Report Manager, the Local Contact Manager and the Ethics Committee may use their investigative powers to obtain the necessary confirmations concerning the facts and events included in the Report.
 - b. At this stage, the Whistleblower may be contacted directly by the Report Manager, also after consulting the Local Contact Manager, to obtain more information and receive the appropriate clarifications concerning the contents of the Report (always respecting the highest levels of confidentiality and anonymity provided for by the applicable legislation).
4. **DECISION:** once the Investigation Phase is completed, the Report Manager, possibly supported by the Local Contact Manager and the Ethics Committee, shall draw his/her conclusions and decide how to proceed with the Report received within a maximum of 15 calendar days.

There are two possible scenarios.

- (i) **Reject:** the contents of the Report are not considered credible or consistent and, therefore, the Report Manager decides not to proceed with further actions or communications.
- (ii) **Proceed:** the facts and events contained in the Report are considered consistent and well-founded, therefore the Report Manager shall take all necessary actions and communications to further proceed.

5. **CLOSING:** at the end of the above-mentioned activities, the Report Manager shall formally close the Report. All Reports must be completed within three calendar months from the date of first receipt. It is responsibility of the Report Manager to provide feedback to the Whistleblower within the deadline indicated herein.

The Reports and all the investigative documentation that may be produced and collected must remain archived for a period of 5 years.

10. DECISIONS

At the end of the Investigation Phase, the Report Manager, in coordination with the Local Contact Manager and possibly with the Ethics Committee, shall take a decision on the Report.

Depending on the outcome, the Report Manager and the Local Contact Manager may be called upon to take several decisions:

- **Rejected Report:** in this case, the Report Manager and the Local Contact Manager assess whether the Report was only unfounded or whether there are consistent elements to apply a sanction to the Whistleblower (if he/she is not anonymous) if the content of the Report is clearly false, mendacious, or even damaging the reputation of other parties. In this case, the Report Manager shall involve the Group Human Resources Department to contact the Whistleblower and apply the sanction provided by the disciplinary system in force.
- **Well-founded Report (proceed):** in this case, the Report Manager and the Local Contact Manager believe that the Report relates to credible and consistent facts, situations or events and decide to further proceed. Therefore, depending on the contents of the Report, they will be able to communicate the outcome of their assessment including but not limited to:
 - o the Board of Directors;
 - o the Board of Statutory Auditors (if any);
 - o the Supervisory Board (if any);
 - o the Group HR Manager;
 - o employees who may be involved;
 - o third parties, including the relevant authorities.

The above measures must be decided and activated by the Report Manager with the support of the Local Contact Manager and, if needed, the Ethics Committee within 15 calendar days from the conclusion of the Investigation Phase. Any decision relating to a Report shall be justified using the dedicated function available on the Software, ensuring that any documents or evidence that may support the decision taken regarding the Report is properly stored.

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