

# Whistleblowing Policy

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## Introduction

The purpose of this Whistleblowing policy, as adopted and implemented by each of Design Holding's group companies<sup>1</sup>, is to allow employees, board members, and all third parties directly or indirectly operating on behalf of the Design Holding Group (e.g. agents, distributors, suppliers, business partners, etc.) (hereinafter, the "Recipients") to report violations of any policies and procedures adopted by the Group companies, as well as any other issues or legal violations that could lead to financial losses or otherwise seriously damage any of the Group companies and their reputation, or have an impact on the lives or health of individuals.

This Whistleblowing policy complements Design Holding Group's Code of Ethics and any other policies and procedures adopted by the Group companies, including – with respect to the Italian Group companies – organizational models adopted pursuant to Italian Legislative Decree No. 231/2001 or – with respect to the non-Italian Group companies – any other national provisions implemented by the Group companies<sup>2</sup>. It is disseminated widely among the Group's employees and made available to any new hires as part of their induction, and to the other Recipients together with Design Holding Group's Code of Ethics and/or Supplier Code of Conduct, as applicable.

Pursuant to the applicable law and regulations, this Whistleblowing policy guarantees confidentiality and protection from any form of discrimination or retaliation to those submitting reports, and sets out the procedures to be followed in order to handle reports and investigations.

Please note that, to be taken into consideration, a report must be based on reasonable grounds. Disciplinary measures may apply to those submitting reports with gross negligence or in bad faith.

The Whistleblowing Policy has been approved by the board of directors of Design Holding S.p.A. on November 25, 2022.

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<sup>1</sup> Any reference to the "Design Holding Group" or to the "Group companies" is to Design Holding S.p.A. and all of its directly or indirectly controlled subsidiaries.

<sup>2</sup> For the purposes of this Whistleblowing policy, any reference to the Italian Legislative Decree No. 231/2001 and the Supervisory Body affects only the Italian Group companies.

## Scope of use

### Matters covered by the whistleblowing scheme

Our purpose is reflected in the values that inspire the way each of us operate and that we expect all of our suppliers to respect. Reports shall be submitted pursuant to this Whistleblowing Policy when serious offences have been committed – or are suspected – that could impact any of the Group companies, or have a major impact on the life or health of individuals.

In particular, the following actual or suspected violations must always be reported:

1. any illegal conduct implying one or more offences that could result in any of the Group companies' liability, also pursuant to Italian Legislative Decree No. 231/2001 or any similar national provisions;
2. any material violation of the relevant Group company's organizational models and/or procedures, including those adopted pursuant to Italian Legislative Decree No. 231/2001 or any similar national provisions implemented by the Design Holding Group; and
3. any conduct that is carried out in violation of Design Holding Group's Code of Ethics, as adopted and implemented by each Group company, or in violation of other applicable laws and regulations.

Examples of reportable matters include, and are not limited to:

- serious violations of the applicable laws on financial crime, including, but not limited to, embezzlement, bribery, corruption, theft, violations of competition law, fraud and document forgery, or assisting third parties to do so;
- irregularities in the areas of accounting, internal accounting control and auditing;
- serious breaches of occupational safety;
- commercial fraud or violation of applicable IP law and regulations;
- breaches of the applicable laws on product safety and compliance and on consumer protection;
- breaches of laws and regulations for the protection of privacy and personal data;
- serious cases of discrimination, violence or harassment;
- serious environmental crimes; and

- other serious breaches of provisions of the Code of Ethics, the Supplier Code of Conduct, and other policies and procedures, including violations of this Whistleblowing Policy.

Violations by other employees or board members of Design Holding or any of the Group companies shall be reported. Actions that cannot be attributed to a single person but may be due, for example, to a fault in the Group companies' organizational systems shall also be reported. The violation must have been committed by Design Holding, a Group company, or by a company that is not part of the Design Holding Group to which a Group company has outsourced any of its obligations.

The violation is considered to have been committed by a Group company when acts and omissions made on behalf of, in the interest of, or to the advantage of such company lead to a potential violation. Violations committed by a company that is not part of the Design Holding Group will be covered by the Whistleblowing policy when acts and omissions made in connection with a Group company's outsourced obligations lead to a potential violation.

Less serious violations, and HR-related matters such as dissatisfaction with pay, incompetence, difficulties in working together, absences from work and violation of internal guidelines on smoking, consumption of alcohol or other forms of inappropriate behaviour, cannot be reported under the scheme. Such matters must be reported via the usual channels, for example by directly contacting one's immediate superior or local representatives. If such matters are reported pursuant to this Whistleblowing policy, the reports will be deleted.

If in doubt, you are encouraged to make a report, as a detailed assessment of whether the report falls within the scope of this Whistleblowing policy will be made on a case by case basis.

### Right to report potential violations

All Recipients of this Whistleblowing policy, as defined above, are entitled to submit reports pursuant to its provisions, provided that such reports:

1. fall within the scope of this Whistleblowing policy, as defined above;
2. are based on reasonable grounds and concern facts directly discovered by the reporting persons and are not based on mere rumor; and
3. are made in good faith and without any malicious intent to cause unfair harm to the person being reported (hereinafter, the "Reported Person").

Please note that, depending on the nature and gravity of the alleged violations, stricter standards may apply in order to determine whether a report was submitted in good faith and should be taken into consideration.

In particular, reports alleging violations that could give rise to any of the Group companies' liability pursuant to Italian Legislative Decree No. 231/2001 shall be based on precise and consistent elements, and on personal knowledge acquired by the reporting person in the carrying out of work activity or in a professional capacity.

Reports may be submitted anonymously. However, anonymously submitted reports raise particular concerns as to their verifiability and credibility, and will only be taken into consideration when alleging serious violations and meeting the conditions set forth under the next Paragraph.

Please also note that disciplinary measures may apply to those submitting reports with gross negligence or in bad faith.

## Reporting Procedure

Reports submitted pursuant to the provisions set forth by this Whistleblowing Policy are addressed to the relevant Group company's Ethics Committee, established pursuant to Design Holding Group's Code of Ethics, as adopted and implemented by each Group company, and composed as set out in Annex A below. For those Group companies that have elected a Supervisory Body pursuant to Italian Legislative Decree no. 231/2001 or any similar national provision implemented by the Group companies, the relevant Ethics Committee includes an independent member of the Supervisory Body (the "Independent Member").

Reports may be submitted either:

1. electronically, by completing and submitting an online reporting form available at the following link:

<b>Arclinea Arredamenti S.p.A.</b>	<a href="https://digitalplatform.unionefiduciaria.it/whistleblowing/default_new4.asp?token=ARCLINEAWB">https://digitalplatform.unionefiduciaria.it/whistleblowing/default_new4.asp?token=ARCLINEAWB</a>
<b>B&amp;B Italia S.p.A.</b>	<a href="https://digitalplatform.unionefiduciaria.it/whistleblowing/default_new4.asp?token=BEBITALIAWB">https://digitalplatform.unionefiduciaria.it/whistleblowing/default_new4.asp?token=BEBITALIAWB</a>
<b>Other Group companies</b>	<a href="https://ethicsdesignholding.integrityline.com/frontpage">https://ethicsdesignholding.integrityline.com/frontpage</a>

or

2. via e-mail or in person to a member of the relevant Ethics Committee, including the Independent Member. The contact information of the relevant Ethics Committee's Member are available under Annex A to this Whistleblowing Policy.

Electronic submission is recommended to all those having access to the online reporting form, and guarantees full confidentiality to the reporting person and in the handling of the report and of any related investigations. Even if not encouraged, reports can also be submitted anonymously via the online reporting form.

Recipients shall anyway be free to submit the report via e-mail or in person to a member of the Ethics Committee, without the need to provide any justification.

In any case, all reasonable measures to ensure the reporting person's confidentiality will be taken, pursuant to the provisions of this Whistleblowing Policy and the applicable legal and regulatory framework.

Recipients may well elect to submit a report to a specific member of the Ethics Committee, in particular when they believe that one or more other member/s of the Ethics Committee, being in a situation of potential conflict, shall not review the report.

Either reports submitted electronically and reports addressed via e-mail or in person to a member of the Ethics Committee are handled following the procedure set forth under this Whistleblowing Policy. However, when a report concerns in full or in part a member of the Ethics Committee, such report shall be handled without involving the reported member of the Ethics Committee.

Complete and accurate records of phone calls and in person meetings shall be kept in a durable and retrievable form and made available to the reporting person in order to provide her with the opportunity to check, rectify and agree with the transcript by signing it.

In order to be taken into consideration, reports must be sufficiently detailed and based on reasonable grounds, and must enable adequate verification of such grounds by providing, as way of example and not limited thereto, the following information, along with any supporting documents:

- ☐ details of the reporting person (e.g. name, position), when the report is not submitted anonymously;
- ☐ a clear and complete description of the reported conduct, including any omissions;
- ☐ the circumstances of the time and place in which the reported acts were committed;
- ☐ the persons involved, and company structures/organisational units involved;
- ☐ any third party involved or potentially harmed;

- any documents confirming the validity of the facts reported; and
- any other information that could provide useful verification of the reported facts.

Reports submitted anonymously will only be taken into consideration when they are based on sufficient grounds, are appropriately detailed and are related to potentially serious offences or violations. The credibility of the facts reported and the possibility of verifying the alleged information will be considered among the relevant factors in assessing anonymous reports.

When receiving reports outside of the official whistleblowing channels specified above, all those subjects to this Whistleblowing policy shall promptly forward the original document with any attachments thereto, or, if the report was received verbally, report the content of such report in writing to the local Ethics Committee through the appropriate channel, and comply with the following:

1. confidentiality of the information received must be guaranteed;
2. the person submitting the report must be asked to comply with the provisions of this Whistleblowing Policy; and
3. in any case, refrain from undertaking independent investigations or activities in relation to the content of the report.

## Protection of reporting Persons

Pursuant to the applicable legal and regulatory framework, the Design Holding Group guarantees strict confidentiality, through the implementation of technical and organizational measures, as to the identity of those submitting reports based on reasonable grounds and in good faith pursuant to the provisions of this Whistleblowing Policy.

Any direct or indirect form of discrimination, harassment, or retaliation against those submitting reports and in connection with the submission of such reports is prohibited.

Pursuant to the provisions of this Whistleblowing Policy, disciplinary measures shall apply to those violating any rules, policies or procedures put in place by the Group Companies in order to protect the rights of those submitting reports.



## Handling Reports & Personal Data

The collection, processing and possible disclosure of personal data submitted in connection with this Whistleblowing Policy are subject to the data protection laws, including the General Data Protection Regulation (no. 2016/679 of 27 April 2016) and any other applicable local law on data protection.

This Paragraph describes the way whistleblowing reports are handled in connection with personal data, and the rights of the persons submitting such reports, being reported, or any other person mentioned in the report (hereinafter, also the “Data Subject”, or “You”) in relation thereof.

Your personal data being processed are either provided by You in connection with Your report, or provided by others in connection with their report to this Whistleblowing Policy, where You are mentioned.

### Information on the processing of personal data

Information regarding the processing of personal data in connection with handling a report is provided to the reporting person when the report is received and processing is initiated. However, this information may be withheld following a specific assessment, if it needs to be postponed in the given circumstances for the sake of the investigation, or based on a significant and legitimate interest of Design Holding or any of the Group companies, which outweighs consideration of the interests of the reporting person concerned.

Notification about the processing of the reported person’s personal data will, where relevant, be withheld in accordance with applicable data protection rules, including Article 14(5) of the General Data Protection Regulation.

### Categories of Data Subjects

Handling a report involves the processing of personal data about the reporting person (unless the report has been filed anonymously), the person being reported and, in some cases, other persons mentioned in the report.

### Categories of Personal Data

The primary personal data processed in connection with a report will be the name and contact details, and a description of the matter/incident leading to the report, including, where appropriate, information on criminal offences and other purely private matters.

Investigation of the report may involve the collection and processing of additional personal data (including special categories of personal data, such as racial origins, political opinion, religious

beliefs, trade union membership, and health data, depending on the content of the whistleblowing reports), holding interviews with the employees and board members involved, employment sanctions, reporting to relevant authorities and the police, etc.. Sensitive Information, if not relevant for the relevant reporting, shall not be submitted.

### Legal basis for processing Personal Data

The processing of personal data in relation to (potential) violations covered by this Whistleblowing Policy is based on Design Holding and the Group companies' legitimate interest in processing personal data specified in a report. This legitimate interest is deemed to outweigh the interests of Data Subjects not to be subject to processing, or the fundamental rights and freedoms of Data Subjects, pursuant to Article 6(1) of the General Data Protection Regulation.

The legitimate interests consist in protecting the company and its credibility, promoting transparency and preventing and disclosing matters with possible negative business impacts. Regarding information about criminal offences, the legal basis for processing is Article 10 of the General Data Protection Regulation (i.e. when processing is authorized by law providing for appropriate safeguards for the rights and freedoms of Data Subjects).

Investigation of the report may involve the collection and review of additional personal data (including special categories of personal data), holding interviews with the employees and board members involved, employment sanctions, and reporting to relevant authorities and the police, etc. The legal basis for processing personal data obtained in this instance is likewise the legitimate interest of Design Holding and the Group Companies as stated above, in line with Article 6(1)(f) of the General Data Protection Regulation.

Ordinary personal data will be disclosed to public authorities, including the police, if there is a legal obligation to do so, pursuant to Article 6(1)(c) of the General Data Protection Regulation. Information about criminal offences will be disclosed to public authorities, including police, where this is necessary to protect Design Holding or any of the Group companies' legitimate interest, and this interest clearly outweighs consideration of the Data Subject, pursuant to the applicable law and regulations.

### Transfer to third countries

If the processing of Your personal data involves transfer to countries outside the EU/EEA, for example due to the use of a hosting provider located in a non-EU country, Design Holding or the relevant Group company will ensure that such a transfer is lawful, and that the General Data Protection Regulation's requirement to establish adequate protection for the transfer is met.

## Data Subjects' rights

As a Data Subject, You have the following specific rights, unless the applicable data protection laws and regulations provide for particular exceptions:

1. right of access: You have the right to request access to the personal data being processing about You, and also the right to obtain a copy of Your personal data and receive information about:
  - ☐ the purpose of processing;
  - ☐ the categories of personal data involved;
  - ☐ recipients or categories of recipients, including recipients in any third country, and the safeguards provided for the transfer of personal data thereto;
  - ☐ the applicable retention period or the criteria for determining it;
  - ☐ the right to rectify, delete, restrict and object to the processing of Your personal data;
  - ☐ the right to appeal to the Italian Data Protection Authority, or to the relevant Data Protection Authority pursuant to the General Data Protection Directive and any applicable national laws and regulations; and
  - ☐ where Your personal data originate from.
2. right to rectification: You have the right to request that incorrect personal data about Yourself be rectified, and that incomplete personal data be made complete;
3. right to erasure: You have the right to request that personal data about Yourself be deleted under certain circumstances;
4. right to restriction: You have the right to request restriction of processing of Your personal data, for example where the accuracy of the personal data is disputed;
5. right to data portability: You have the right to request to receive the personal data You have provided to us in a structured, commonly used and machine-readable format, and to request that this personal data be transmitted to another data controller, if certain conditions are met;
6. right to object: You have the right to object to the way Your personal data is being processed as part of the processing of the whistleblowing report. If the objection is justified, the processing of the personal data may not take place;
7. right to appeal to the Italian Data Protection Authority, or to the relevant Data Protection Authority pursuant to the General Data Protection Directive and any applicable national laws and regulations, if You disagree with the way in which Your personal data are being

processed. However, we encourage those subject to this Whistleblowing Policy to contact the relevant local officers first, in order to try and reach an agreement;

### Confidentiality and anonymity

If You have indicated that You wish to submit a report anonymously, and have inadvertently provided personal data about Yourself, those receiving the report shall delete such personal data before further handling the report. If the investigation becomes subject to an external body, such as the police, Design Holding and/or the relevant Group company may be required by law to reveal Your identity, if it is aware of it.

### Recipients of personal data

It may be necessary for Design Holding or the relevant Group company to exchange personal data from a report with others. In this case, personal data are exchanged with the following categories of recipients:

1. relevant units/departments within Design Holding or the relevant Group Company's organisation, duly authorized and instructed by Design Holding or the relevant Group company for the purposes thereof;
2. data processors, including external data processors, who manage the whistleblowing channels on behalf of and under instructions from Design Holding or the relevant Group company, while providing legal, technical, or administrative assistance;
3. external advisors, who, for example, provide legal assistance in connection with handling a specific report; and
4. public authorities, such as the police, if sharing the information acquired to such public authorities is required.

### Deletion of personal data

The personal data will be deleted immediately if the report does not fall within the scope of this Whistleblowing Policy or proves to be manifestly ungrounded, or if the information is not correct. However, if it is determined that the report was submitted in bad faith or with gross negligence, so that a disciplinary measure pursuant to this Whistleblowing Policy shall apply, the data will be stored for the purposes thereof and the time necessary thereto, according to the internal HR guidelines for the deletion of personal data.

The report may entail an obligation to report the matter, and to disclose personal data to competent authorities in the given area, including the police. If a report is made to the police or

other relevant authorities, the personal data will be deleted when it is no longer necessary to store it, and no later than immediately after the case is closed with the relevant authorities.

If the personal data concern an employee in another company, and there is a reasonable basis for disclosing the personal data to that company, the data will be deleted immediately after such disclosure, unless documentation requirements mandate continued storage.

Reports that fall within the scope of this Whistleblowing Policy will be deleted as soon as the report has been finally handled, including where the limitation period for any legal claim has been exceeded.

If disciplinary action is taken against the reported employee on the basis of the information collected, or there are other objective reasons why it is necessary to continue to store the data on the employee, the data will be stored in the employee's file and deleted in line with internal HR guidelines for the deletion of personal data.

The information will also be deleted if no report has been made to the police or other relevant authorities within two months of the conclusion of the investigation into the reported allegations, or if the information has not been transferred to an employee case within that period.

## Investigations & Outcome

Upon receipt of a report pursuant to the provisions of this Whistleblowing Policy, the relevant Ethics Committee shall review such report in order to assess whether its content falls within the scope of this Whistleblowing Policy, as defined above, and whether the allegations contained therein are based on reasonable grounds.

To this end, when a report was submitted via e-mail or in person to a member of the Ethics Committee, such member shall promptly share the report with the remaining members of the Ethics Committee, unless the report is about any such members.

In those Group companies that have adopted an organizational model and have appointed a Supervisory Body pursuant to Italian Legislative Decree No. 231/2001, or any similar national provisions implemented by the relevant Group company, the Independent Member of the Ethics Committee, as defined above, shall be responsible for identifying reports alleging the commission of offences or any other facts potentially relevant under Italian Legislative Decree No. 231/2001, or any similar national provisions, and based on precise and consistent elements, and on personal knowledge acquired by the reporting person in the carrying out of her work activity or in her professional capacity. The Independent Member shall forward such reports to the relevant Supervisory Body, pursuant to the applicable procedures.

Except for this case, the Ethics Committee shall determine whether a report deemed material and apparently based on reasonable grounds requires investigation in order to verify the facts alleged therein. Such investigations may include requesting further information from the reporting person and the person being reported, involving other corporate functions or employees, and appointing external consultants.

The Ethics Committee shall report any verified violation to the relevant corporate bodies in order to determine the kind of disciplinary measures and/or sanctions to be applied pursuant to Design Holding Group's Code of Ethics, as adopted and implemented by each of the Group companies, employment law and contracts, and any other applicable policies and procedures.

If the Ethics Committee determines that a report's allegations are not true and that the report was submitted in bad faith or with gross negligence, the Ethics Committee shall report it to the relevant corporate bodies in order to determine the kind of sanctions to be applied pursuant to this Whistleblowing Policy.

The reporting person shall receive acknowledgment of receipt of the submitted report within seven days of that receipt, and be timely informed of any assessment as to the reports submitted and as to the status of any investigation, unless such information would compromise the results thereof. The reporting person is entitled to be provided with feedback from the Ethics Committee as to the results of the investigations within three months from the acknowledgement of receipt of the report.

The reported persons shall be informed as well, pursuant to the applicable employment laws and regulations and to the provisions set forth in this Whistleblowing Policy.

### Ethics Committees' reports

Each Ethics Committee shall submit to the relevant Group company's Board of Directors an annual report of the activities carried out during the relevant period in relation to the relevant Group company (the "Ethics Committee's Report"). In companies that have appointed a Supervisory Body pursuant to Italian Legislative Decree No. 231/2001 or any similar national provisions implemented by the Group companies, such Ethics Committee's Report shall be a half-year report addressed to the Supervisory Body and in the Supervisory Body's periodic report to the relevant Group company's Board of Directors.

The Ethics Committee's Report shall include a description of:

- the number and nature of reports received pursuant to the Whistleblowing Policy in relation to the relevant Group company;
- the status of such reports and of any related investigations; and

- the number and kind of disciplinary measures and/or sanctions recommended.

Design Holding's Ethics Committee (the "Group Ethics Committee") shall be responsible for monitoring the general status of compliance with this Code of Ethics across the Group. To this end, each Ethics Committee shall submit to the Group Ethics Committee a half-year report of the activities carried out during the relevant period (the "Group Reports").

Each of such Group Reports shall include, in particular:

- an assessment of the status of implementation of and compliance with this Code of Ethics in the relevant Group companies, and a description of any implementing or verification activities carried out in the relevant period;
- an aggregate description of the number and nature of the whistleblowing reports submitted to the relevant Ethics Committee pursuant to the Whistleblowing Policy during the relevant period, and of the activities carried out in relation to such reports;
- a summary description of any detected material violation of this Code of Ethics, of the Supplier Code of Conduct, or of any other compliance policies and procedures implemented by the relevant Group companies, or, if that is the case, a statement that no such events occurred during the relevant period.

In addition, each Ethics Committee shall promptly notify to the Group Ethics Committee any detected material violation that is particularly serious and/or may result in any liability of, or monetary or reputational loss for, the relevant Group company, Design Holding, and/or the Design Holding Group.

The Group Ethics Committee may submit follow-up questions to any Ethics Committee, as well as recommendations on implementing or remedial measures to be undertaken across the Group companies in order to guarantee the highest level of compliance with this Code of Ethics.

The Ethics Committee's Report submitted by the Group Ethics Committee to Design Holding's Supervisory Body shall include reference also to the information it received through the Group Reports submitted by the Ethics Committees of the Group companies, as well as to any activities carried out in relation thereto.

## Disciplinary Measures

Upon recommendation from an Ethics Committee, those submitting reports in bad faith or with gross negligence, and those violating the rights of reporting persons pursuant to this Whistleblowing policy and the applicable laws and regulations, shall be subject to disciplinary

measures, including termination of employment, as permitted under applicable employment and labour laws and regulations.

Please note that other civil, criminal, or administrative sanctions may still apply for, among others, defamation, discrimination, and harassment, and are not substituted by any disciplinary measures applied by Design Holding or any of the Group companies pursuant to this Whistleblowing policy.