



Tolentino, 13 December 2023

ARENA WHISTLEBLOWING PROCEDURE

1. INTRODUCTION

In compliance with the provisions of Legislative Decree No. 24 of 10 March 2023 regarding Whistleblowing, Arena has activated a new reporting channel to allow those who have become aware within the business context to report, among others, violations of national or European regulations that harm the integrity of the business and/or violations of the Organisation and Management Model adopted by the Company.

The Arena Whistleblowing Procedure (hereinafter the Procedure) is drafted in compliance, among others, with the requirements of:

- Legislative Decree No. 24 of 10 March 2023 containing the *“Implementation of (EU) Directive 2019/1937 of the European Parliament and Council of 23 October 2019 on the protection of persons reporting violations of Union law and on the provisions concerning the protection of persons reporting violations of national regulatory provisions”*;
- Article 6, paragraph 2 bis of Legislative Decree No. 231 of 8 June 2001 on the *“Regulation on the administrative liability of legal entities, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000”*, as amended by Legislative Decree of 10 March 2023 24.

The Procedure also complies with the provisions, as applicable:

- of the Regulation for the management of external reports and for the exercise of the ANAC [Autorità nazionale anticorruzione (National Anti-Corruption Authority)] sanctioning power in implementation of Legislative Decree No. 24 of 10 March 2023. Resolution No. 301 of 12 July 2023.
- of the Operating Guide for private entities drafted by Confindustria in October 2023.

2. SCOPE OF APPLICATION

The Procedure regulates the reporting process in Arena S.p.A., Società Benefit, and Arena Outlet S.r.l. (hereinafter also the “Company”).

2.1 Subject of Reports

D. Lgs. [Decreto Legislativo (Legislative Decree)] No. 24/2023 regulates the *“protection of persons who report violations of national or European Union regulatory provisions that harm the public interest or the integrity of the public administration or private entity, of which they have become aware in a work context”* providing, among other things, that the report may concern:

- violations of national provisions consisting of: i) administrative, accounting, civil or criminal offences;
- ii) relevant unlawful conduct pursuant to d. lgs. 231/2001;
- violations of the Code of Ethics or the Arena Organisational Model;
- any other violation of national and European laws consisting of offences concerning, among others: services, products and financial markets; money laundering; terrorist financing; product safety and compliance; transportation security; environmental protection; radioprotection and nuclear security;



public health; consumer protection; protection of private life; personal data protection; network and information system security;

- violations of European Union laws that protect against: i) acts or omissions that harm the financial interests of the Union; ii) acts or omissions concerning the national market; iii) acts and conduct that invalidate the object or purpose of the provisions of the Union acts in the aforementioned sectors;
- violation of company policies or procedures.

2.2 Subjects who may file Reports

The Procedure applies to all subjects of the Company or to subjects connected thereto and to Subjects who in any case operate directly or indirectly for and/or with the Company and in particular to:

- subordinate workers;
- self-employed workers;
- contract or project workers and administered workers;
- collaborators, consultants, interns, volunteers;
- Partners, shareholders and persons with functions of administration, management, control, supervision or representation, even if such functions are exercised merely de facto;
- facilitators, to be understood as natural persons who assist reporters in the reporting process, operating in the same work context.

3. MANAGEMENT OF REPORTS

The Company's Managing Directors have entrusted the management of reports to the Legal Function, which will exercise the role of Reporting Manager (hereinafter, the "Manager").

The Manager is therefore entrusted by the Board of Directors with the following tasks:

- ensure the correct functioning of the procedures and the correct management of the reporting process;
- prepare an annual report on the operation of the internal reporting system, containing aggregate information on the results of the activity carried out following the reports received, to be submitted to the Board of Directors;
- keep a designated log of the reports received and the respective outcomes;
- receive, review and evaluate the reports received;
- without prejudice to the rules governing investigations or proceedings initiated by the judicial authority in relation to the facts subject to the report, guarantee confidentiality regarding the identity of the Reporter and the subjects reported;
- report directly and without delay to the corporate bodies the information subject to reporting where classified as serious pursuant to Article 5 below.

If the Legal Department is allegedly responsible for the violation, the report must be sent immediately to the Chairman of the Supervisory Board (ODV).



4. CONTENT AND METHODS OF REPORTING

4.1 Internal reports of violations

Article 4 of D.lgs. No. 24/2023 requires that companies activate their own internal reporting channels, “*which guarantee, also through the use of encryption tools, the confidentiality of the identity of the reporting person, the person involved and the person in any case mentioned in the report, as well as the content of the report and the related documentation. The organisation and management models referred to in Article 6, paragraph 1, letter a) of Legislative Decree no. 231 of 2001 provide for the internal reporting channels*” referred to in the same D.lgs. No. 24/2023.

In compliance with the above provisions, Arena has established its own internal system of collection and management of reports in compliance with the above requirements.

The reports can therefore be submitted with the following methods:

- computer platform accessible at the following link <https://arena.integrityline.com/> through which it will be possible to file both written and oral reports, the latter by selecting the message recording option that will be encrypted as well as the reports submitted in writing and will in any case take place with a voice conversion system. Reports filed through this IT platform will only be received by the Reporting Manager and will allow the Whistleblower to choose whether or not to remain anonymous
- by registered letter to the address of Arena S.p.a., Società Benefit, Contrada Cisterna 84/85, 62029, Tolentino (MC), Italy, to the attention of the Chairman of the Supervisory Board in the event that the report concerns the Legal Function, with the potential request for guaranty of anonymity.
- The report may also be filed through a direct meeting with the Legal Function at the request of the Reporter.

The Reporter must provide, to the extent possible, objective elements useful for the reconstruction of the fact and to ascertain the merits of what has been reported.

The report must contain the details of the Reporter where anonymity is not desired (or requested to be maintained) and at least the following:

- place and date/period in which the fact being reported occurred;
- a detailed description of the facts being reported;
- general information or other elements that identify the subject or subjects who put in place the reported facts;
- any other information and/or document that may provide useful feedback regarding the existence of the reported facts;
- the existence/inexistence of private interests related to the report.

The Reporter may also opportunely indicate any other subjects who may report on the facts being reported.

The reported facts should be in the Reporter’s direct knowledge and should not have been reported by anyone else.



4.2 Reporting to ANAC

Pursuant to Article 6 of Legislative Decree no. 24/2023, the Reporter may also file an external report with the National Anti-Corruption Authority (ANAC) if:

- a) the internal reporting channel of the Company proves to be inactive or compliant
- b) the reporting person has already filed an internal report which has received no follow-up;
- c) the reporting person has reasonable grounds to believe that, if he or she filed an internal report, it would not receive effective follow-up or that said report could result in the risk of retaliation;
- d) the reporting person has reasonable grounds to believe that the violation may constitute an imminent or apparent danger to the public interest.

On the date of approval of this procedure, the methods for reporting to ANAC are indicated at the following link: <https://www.anticorruzione.it/-/whistleblowing>

4.3 Public Disclosure

The Reporter is provided with an additional method of reporting via press or electronic means or means of dissemination that can reach a large number of persons and allow for Public Disclosure.

In such cases, the Reporter's protection is recognised only if one of the following conditions applies at the time of disclosure:

- a) the Reporter has previously filed an internal report with no response within the deadlines and a report to ANAC also without a regular response;
- b) the Reporter has reasonable and justified grounds to believe that the violation may constitute an imminent or apparent danger to the public interest;
- c) has reasonable grounds to believe that reporting to the supervisory authorities may involve the risk of retaliation or may not receive effective follow-up due to the specific circumstances of the concrete case, such as those in which evidence may be concealed or destroyed, or in which there is a justified fear that the person who received the report may have colluded with the perpetrator of the violation or have been involved in the violation itself.

The Reporter's protection measures also remain in place in the event of a Public Disclosure.

4.4 Complaint to the Jurisdictional Authority

The Reporter retains the right to file a report of the facts subject to the report with the Competent Authorities if he or she deems it appropriate.

5. INTERNAL REPORTING PROCEDURE

Upon receipt of the report, the Manager must notify the Reporter of having received the report within seven days through the reporting platform.

The Manager will review the report and classify it according to the following criteria:

- a. *Non-relevant report*: when the report falls outside the objective and/or subjective scope of application of the procedure;
- b. *Uncircumstantiated report*: in the event that the report has excessively generic content;
- c. *Relevant report*: in the event that the report shows all the characteristics necessary to proceed with the appropriate measures.



If the report is classified as *relevant*, the Manager will evaluate whether to involve other company departments and/or external consultants for the proper verifications of the facts reported and their ascertainment, in full compliance with the principles of impartiality and confidentiality.

The Manager may interact with the Reporter via the reporting channel and/or hear from the reported individual.

At the conclusion of the investigation phase, the Manager will decide whether to file the report if it is not relevant or unfounded or whether to proceed by requesting the appropriate disciplinary and/or sanctioning initiatives from the competent corporate department.

Within three months of receipt of the report classified as relevant, the Manager will respond to the Reporter informing, him or her of any actions taken as a result of the report.

In the event that serious violations are ascertained, the Manager may consult an external consultant with whom to share the assessment and inform the Board of Directors and the Board of Statutory Auditors (Collegio Sindacale) to assess the possible adoption of decision-making and disciplinary measures under their respective purview.

In the event that the Reporter is co-responsible for the reported violation, privileged treatment is provided to the Reporter over other co-responsible persons (e.g., minor disciplinary penalty), except in cases where the Reporter's conduct is of particular and critical severity.

The process described so far should be completed as soon as possible, according to criteria that take into account the severity of the violation, in order to prevent the continuation of the violations from causing further aggravations to the Company.

6. REPORTER PROTECTION

6.1 Protection of Anonymity

In order to prevent the fear of suffering harmful consequences from leading to non-reporting violations, the reporting channel used guarantees the use of sophisticated and certified techniques suitable to make it impossible to know the identity of the Reporter who has chosen to file the report anonymously.

In any case, the identity of the Reporter cannot be revealed without his or her express consent and all those who receive or are involved in the management of the report, including the Manager, who are all required to protect confidentiality. The Reporter's anonymity is also guaranteed in the context of the disciplinary procedure when the response to the report is based on separate and additional investigations with respect to the report.

Exceptions include the following:

- cases in which the Reporter may be liable for slander and defamation;
- cases in which anonymity is not enforceable by law (e.g. for criminal, tax or administrative investigations and/or inspections of supervisory bodies);



- the reported violation justifies the adoption of a disciplinary measure and the identity of the Reporter is absolutely indispensable to the defence of the person responsible for the violation who presents defence briefs. In this case, the Reporter will be informed in advance and may request to maintain hard copy reports or such as to avoid direct confrontation with the person responsible for the violation.

Violation of the obligation of confidentiality, including disclosure of information on the basis of which the identity of the Reporter can be inferred, is a source of disciplinary liability, without prejudice to additional forms of liability provided for by law.

The subject who has submitted a report classified as relevant by the Manager but thereafter ascertained as unfounded without wilful misconduct or gross negligence of the Reporter must also enjoy the protection of anonymity.

6.2 Prohibition of Retaliatory and Discriminatory Acts

Notwithstanding the foregoing, Arena condemns any form of threat, retaliation, discrimination or other conduct that is harmful to the Reporter.

The Whistleblower who believes that he or she has suffered one of the aforementioned events is in any case invited to urgently inform the Manager who, having ascertained the merits of the communication, will report the case to the competent Corporate Bodies, so that the necessary measures are taken to restore the situation and/or remedy the negative effects of discrimination.

Retaliation or discrimination affecting the working conditions of those who cooperate in reporting activities is also prohibited.

The subject who submitted a report that proved unfounded must also have protection against retaliatory and discriminatory acts, if he or she had reasonable grounds to believe that the violations were true, except in the case of fraud or gross negligence.

If the information subject to reporting has been acquired during the course of the relationship with the Company, the protection of the Reporter is guaranteed even if the employment relationship has not yet legally started, during any trial periods or after the termination of the relationship if the information has been acquired during the course of the relationship.

The Reporter's identity is removed from the application of the provisions on the protection of personal data and cannot be revealed for all phases of the procedure, except with his or her consent or when knowledge is indispensable for the reporter's defence. If, as a result of the analysis process, it is not necessary to take measures against the reporter, the alleged person responsible is also protected from negative repercussions deriving from said report.

The protections in this procedure do not apply if reports are filed solely for personal purposes and/or in bad faith or contain false information.



Reporters are advised that any acts of retaliation may be reported to ANAC, which, in the case of employment disciplinary measures or dismissal, may acquire the necessary investigatory records through the National Labour Inspectorate or the Public Function Inspectorate.

6.3 Protection of subjects connected to the Reporter

The protections referred to in paragraphs 6.1 and 6.2 above also apply – pursuant to D. Lgs. No. 24/2023 – to the following subjects:

- the “facilitator”, i.e. the natural person who assists a Reporter in the reporting process, operating within the same work context. It should be noted that the assistance of the facilitator with the Reporter must remain confidential;
- persons of the same work context as the Reporter and who are connected to the Reporter by a stable romantic or family relationship up to the fourth degree;
- to the Reporter’s work colleagues, who work in the same work context and who have a habitual and current relationship with the Reporter;
- the entities owned by the Reporter or for which the Reporter works, as well as the entities operating in the same work context.

7. LIABILITY OF THE REPORTER

The Procedure leaves the Reporter’s criminal and disciplinary liability unaffected in the event of a slanderous and defamatory report.

In addition, any form of abuse of the Procedure, such as reports that are manifestly opportunistic and/or filed for the sole purpose of damaging the reported subject and/or other subjects, and any other cases of improper use or intentional instrumentalisation of the institution involved in this procedure, are a source of liability in a disciplinary context and in other competent forums.

8. DOCUMENT STORAGE, CONFIDENTIALITY OBLIGATIONS AND DATA RETENTION

The reports, whether internal and external, and related documentation are retained for as long as necessary to process the report to ensure full traceability.

The documents in electronic format will be stored in a computer file protected by authentication credentials known only by the Manager and in any case no longer than five years from the date of communication of the final outcome of the reporting procedure, in compliance with the confidentiality obligations indicated below and the principle referred to in Articles 5, paragraph 1, letter e) of (EU) Regulation 2016/679 and 3, paragraph 1, letter e) of D. Lgs. No. 51 of 2018. When, at the request of the Reporter, the report is filed orally during a meeting with the Manager, subject to the Reporter’s consent, it may be documented by recording on a device suitable for storage and listening or by written minutes. In the case of minutes, the Reporter may verify, correct and confirm the minutes of the meeting through his or her signature.

The identity of the Reporter and any other information from which this can be inferred cannot be disclosed, without the express consent of the Reporter, to persons other than those competent and authorised to receive or follow up on reports.



In the context of the disciplinary procedure, the identity of the Reporter cannot be revealed where the response to the disciplinary charge is based on separate and additional investigations with respect to the report, even if consequent to the report. If knowledge of the Reporter's identity is indispensable for the defence of the accused, the report will be usable for the purposes of the disciplinary proceedings only in the presence of the Reporter's express consent to the disclosure of his or her identity.

All processing of personal data is carried out in accordance with (EU) Regulation 2016/679 and D. Lgs. No. 196 of 30 June 2003.

Personal data that are manifestly not useful for processing a specific report are not collected or, if accidentally collected, deleted immediately.

The processing of personal data relating to the receipt and management of reports is carried out in compliance with the principles referred to in Articles 5 and 25 of (EU) Regulation 2016/679 providing suitable information to the reporting persons and persons involved pursuant to Articles 13 and 14 of the same (EU) Regulation 2016/679.



ARENA S.P.A., Società Benefit - WHISTLEBLOWING PROCEDURE

PROCESSING OF PERSONAL DATA AND INFORMATION SHEET

(Articles 13 and 14 GDPR)

Arena S.p.A, Società Benefit, (hereinafter also “Arena” or the “Company”) has implemented a system for the prevention and repression of illegal conduct pursuant to D. Lgs. (Decreto Legislativo [Legislative Decree]) No. 24/2023 and D. Lgs. No. 231/2001, including a system aimed at receiving and managing reports of such conduct also via a web platform (“Whistleblowing Platform”).

In managing the aforementioned reports, the Company will process the personal data, transferred and/or otherwise received pursuant to the Whistleblowing Procedure referred to in the following link <https://arena.integrityline.com/> in accordance with the provisions of EU Regulation 2016/679 and D. Lgs. No. 196/2003, as amended by D. Lgs. 101/2018.

TYPE OF PERSONAL DATA

Personal data collected in accordance with the Whistleblowing Procedure may be:

- identification data possibly provided by the reporter;
- identification data of the person subject to the report, provided by the reporter and/or further acquired in the course of the investigation and subsequent investigations;
- information relating to the facts reported, depending on the contents of the report, including any reference to data relating to third parties who may be involved in the facts reported.

Personal data, including those that may be subsequently acquired for the purposes of managing the report, will always be processed according to the principle of minimisation.

The report may involve the processing of special categories of data pursuant to Art. 9 (1) GDPR and/or data relating to criminal convictions and offences or related security measures pursuant to Art. 10 GDPR.

The Company does not collect personal data that are manifestly not useful for the processing of a specific report or, if collected accidentally (at the time of the report or subsequent investigation), will arrange for their immediate deletion.

PURPOSE, LEGAL BASIS OF PROCESSING AND METHODS OF PROCESSING

The processing of data will be carried out for the purpose of carrying out the necessary preliminary activities, based on applicable legislation, aimed at verifying the merits of the fact being reported and the possible adoption of measures, including disciplinary measures.

The legal basis is therefore the fulfilment of the legal obligation established by D.Lgs. No. 24/2023 on *“Implementation of (EU) Directive 2019/1937 of the European Parliament and Council of 23 October 2019 on the protection of persons who report violations of Union law and on provisions concerning the protection of persons who report violations of national regulatory provisions”*.

The processing will be carried out for purposes strictly related to the management of the report and in any case in order to guarantee the correctness, security, integrity and confidentiality of the data in compliance with the organisational, physical and logical measures provided for by current provisions.



DATA RECIPIENTS AND DATA TRANSFER

The personal data collected are processed by authorised personnel specifically for this processing, identified by Arena, as indicated in the respective Whistleblowing Procedure.

The personal data are also accessible, for the sole purpose of managing the Whistleblowing Platform, to the company providing the Whistleblowing Platform, EQS Group Srl.

In addition, in cases where it is necessary, for the purposes of ascertaining the merits of the fact being reported, of the related investigation activities and the adoption of the consequent measures, the personal data of the data subjects may be sent to Arena's departments periodically concerned (including the HR department for the adoption of any disciplinary proceedings) as well as to any legal counsel, to the judicial authority and the competent authorities and other competent Bodies/Entities under public law in relation to the case reported.

The personal data will be processed within the European Union and stored on servers located within the European Union.

RETENTION OF PERSONAL DATA

The data will be stored for the period strictly necessary based on the type of report, in accordance with the provisions of D. Lgs. No. 24/2023 and in any case no later than five years from the date of communication of the final outcome of the report procedure.

RIGHTS OF DATA SUBJECTS

Data subjects may exercise the rights provided for by Articles 15 to 21 of the GDPR (right of access, correction, deletion and limitation of processing, as well as objection) by contacting Arena at the following mailing and/or email addresses:

MAILING ADDRESS

Arena S.p.A., Società Benefit
Contrada Cisterna, 84/85
62029, Tolentino (Macerata, Italy)

EMAIL CONTACTS

privacy@arenasport.com
dpo@arenasport.com

Data subjects may also file a complaint with the competent data protection authority should they consider that a violation of their rights in reference to the processing of their personal data has occurred or is in progress.