

	Procedure for Reporting Violations of the Law NEPI INVESTMENT MANAGEMENT SRL	Version: 1
		Review: 0
		Enforcement date: November 2024

**PROCEDURE FOR REPORTING
VIOLATIONS OF THE LAW**

Owner: Compliance & Risk Management Department	Approved by: CEO	Approval date: November 2024
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1. LEGAL FRAMEWORK. TERMS.

1.1 Legal Framework

The general legal framework for the protection of persons reporting violations of the law, which have occurred or are likely to occur within NEPI INVESTMENT MANAGEMENT SRL (“NIM” or the “Company”) is the Law No. 361/2022 on the protection of whistleblowers.

This Procedure is supplemented by internal rules approved by the Company’s management, including the NEPI Rockcastle Whistleblowing Policy. Should there be any contradictions between the provisions of this procedure and the provisions of other internal rules of the Company, the provisions of this Procedure shall prevail.

1.2 Terms:

- a) **violations of the law** mean acts consisting of an action or inaction which constitute non-compliance with the legal provisions in force, which represent disciplinary misconduct, misdemeanor or offense, or which contravene the object or purpose of the law. These facts concern areas **such as**: Public procurement; services, products and financial markets as well as prevention of money laundering and terrorist financing; product safety and compliance; transportation safety; environmental protection; radiological protection and nuclear safety; food and feed safety, animal health and welfare; public health; consumer protection; protection of privacy and personal data and the security of information networks and systems; infringements affecting the financial interests of the European Union, including infringements of European Union competition and state aid rules; internal market infringements in relation to acts which infringe corporate tax rules or schemes the purpose of which is to obtain a tax advantage contrary to the object or purpose of the applicable corporate tax law;
- b) **information relating to violations of the law** means information, including reasonable suspicion, about actual or potential violations of the law that have occurred or are likely to occur within NIM, as well as information about attempts to conceal such violations;
- c) **reporting** means the oral or written communication of information about any act that constitutes a violation of the law;
- d) **internal reporting** means the oral or written communication of information concerning violations of the law made within NIM through the means made available by the Company, as set out in this Procedure;
- e) **external reporting** means the oral or written communication of information on violations of the law through external reporting channels made available by public authorities, including the reporting platform provided by the National Integrity Agency available at <https://integritate.eu/> - whistleblowers section;
- f) **public disclosure** means making available in the public domain, in any manner whatsoever, information relating to violations of the law;
- g) **whistleblower** means an individual who makes a report or publicly discloses information on violations of the law obtained in a professional context;
- h) **professional context** means those current or former professional activities of any kind, whether paid or unpaid, carried out within NIM, on the basis of which individuals may obtain information about violations of the law and may suffer retaliation for reporting them;

- i) **person concerned by whistleblowing** means the natural or legal person named in the report or public disclosure as the person to whom the violation is attributed or with whom that person is associated;
- j) **retaliation** means any act or omission, either direct or indirect, that occurs in a professional context, which is prompted by internal or external reporting or public disclosure, and which causes or is likely to cause harm to the whistleblower;
- k) **follow-up action** means any action taken by the designated person or the Company to resolve the report and, where appropriate, to remedy the reported violation;
- l) **designated person** means the head of the internal audit department, i.e. the Internal Audit Director. The designated person is responsible for receiving, recording, reviewing, following up and resolving whistleblowing reports.

2. STATEMENT OF COMPLIANCE. PRINCIPLES GOVERNING THE WHISTLEBLOWING

2.1. Statement of Compliance

The Company undertakes to carry out its activity in compliance with the legal provisions relating to the protection of whistleblowers. NIM has adopted measures to implement the provisions of Law No. 361/2022 on the protection of whistleblowers so as to encourage reporting and provide effective protection to whistleblowers.

Thus, the Company, in line with its corporate culture, condemns and shows zero tolerance for any violation of the law or its internal regulations, as well as any form of retaliation against whistleblowers.

This document is addressed to all people working within NIM, whether under an individual employment contract or equivalent, including, but not limited to, agency relationships, but also to subcontractors and suppliers or their representatives. The Company understands that if its staff, assets and/or premises are used for illicit purposes it may be subject to civil, offense-related and/or criminal liability. For this reason, it is imperative that all officers, directors and employees, as well as people working under a contractual relationship other than a contractual employment relationship, are familiar with the applicable law and the internal rules of the Company.

This Procedure shall be applied and brought to the attention of all interested people by posting it on the website of the Group to which the Company belongs and at the Company's Head Office, at the Company's Reception.

2.2. Principles Governing the Business

Principle of Legality:

The Company respects fundamental rights and freedoms by ensuring full respect for, *inter alia*, freedom of expression and information, the right to the protection of personal data, the freedom to conduct a business, the right to a high level of consumer protection, the right to a high level of human health protection, the right to a high level of environmental protection, the right to an effective remedy and the right of defense.

Principle of Confidentiality:

The Company ensures full confidentiality with regard to the facts described in the report, the identity of the whistleblower and the identity of the person concerned.

Principle of Impartiality:

Reports shall be examined and resolved by the designated person impartially and independently, without subjectivity, regardless of the convictions and interests of the persons responsible for their resolution.

Principle of Good Administration:

The Company carries out its activities in general interest, with a high degree of professionalism, efficiency and effectiveness in the use of resources.

Principle of Good Faith:

The Company shall protect people who had reasonable grounds to believe that the information relating to the reported infringements was true at the time of reporting and that such information was within the scope of this Procedure.

2.3. Principles Applicable to Whistleblowers

Principle of Accountability:

The whistleblower is obliged to present factual data or information about the reported facts.

Principle of Balance:

No person may take advantage of the protection granted to whistleblowers to mitigate administrative or disciplinary sanction for a more serious wrongdoing unrelated to the reporting.

3. REPORTING VIOLATIONS OF THE LAW

3.1 Who can report?

Any of the following persons can report violations of the law:

- NIM employees;
- Persons carrying out activities on a self-employed basis, under collaboration contracts;
- Members of governing bodies;
- Volunteers, interns and trainees, residents whether they are doing paid or unpaid work;
- Representatives/employees of the Company's customers, subcontractors and suppliers;
- Persons participating in interviews regarding violations of the law obtained during the recruitment process or during other pre-contractual negotiations.

3.2 What can be reported?

Whistleblowers can report and are encouraged to report **any information about violations of the law**.

For the purposes of this Procedure, violations of the law shall mean conduct consisting of actions or inactions that contravene the legal provisions applicable to the Company's business, in force at the time of the facts and which constitute disciplinary misconduct, misdemeanors or offenses or which contravene the object or purpose of the law.

3.3 How to report?

Violations of the law can be reported orally or in writing, on paper or electronically, through any of the following **reporting channels**:

- Online via the reporting platform, available at <https://nepirockcastle.com/whistleblowing/>;
- By email at: Whistleblowing_Romania@nepirockcastle.com
- By phone at 0372.741.942;
- By a face-to-face meeting with the designated person, at the express request of the whistleblower;
- By registered letter, sent to the registered office of the Company (Calea Floreasca nr. 169A, Floreasca 169, Corp A, etaj 5, biroul nr. 14, Sector 1, București, Romania), **to the attention of the designated person. The envelope should be marked "For the attention of the Internal Audit Director"**.

If the reporting concerns violations of the law, as defined by this Procedure in point 1.2 letter a), committed by the designated person, the reporting shall be made either online, via the reporting platform or by email at: Compliance@nepirockcastle.com, or directly to one of the Company's directors.

If, by mistake, the report reaches a person other than the designated person, and the report does not concern violations of the law committed by the designated person, the person who receives the report is obliged to immediately redirect the report to the designated person and to maintain confidentiality in the same manner as the designated person, having the same confidentiality obligations as the designated person. If the report concerns violations of the law committed by the designated person, the person who receives the report in error shall immediately forward it to any of the directors of the Company in confidence.

Reporting can be done either **anonymously** or **with disclosure of the whistleblower's identity**, at the whistleblower's discretion.

Anonymous reports will be resolved in all cases to the extent that they contain sufficient indications of violations of the law to allow the report to be analysed and resolved. If the report is submitted anonymously and does not contain sufficient information on violations of the law, the designated person shall request that the report be completed, provided that the whistleblower, without disclosing his/her identity, has nevertheless indicated his/her contact details, giving the whistleblower a period of 15 days within which to complete the report with the missing elements.

Reporting shall include the following **optional elements**:

- name and surname of the whistleblower;
- contact details of the whistleblower;
- signature of the whistleblower.

Reporting shall include the following **mandatory elements**:

- the professional context in which the information was obtained;
- the person concerned, if known;
- description of the act likely to constitute a violation of the law;
- where appropriate, evidence in support of the report; and
- the date.

If the report does not contain the above-mentioned mandatory elements, the designated person shall request that the report be supplemented, insofar as the whistleblower has indicated his/her contact details, giving the whistleblower a period of 15 days to complete the report with the missing information.

The Company personnel may, in their sole discretion decide if they would like to file the report: (i) under this Procedure in relation to the Breach of Law or (ii) under the Group Whistleblowing Policy within the scope and in the manner set out therein.

In exceptional cases, the whistleblower may choose to report violations of the law using external reporting channels provided by public authorities, such as the reporting platform provided by the National Integrity Agency available at <https://integritate.eu/> - whistleblowers section. When choosing the external reporting channel, the whistleblower may consider issues such as:

- a) the risk of retaliation for reporting through internal channels; or
- b) failure to effectively remedy the violation through internal reporting channels.

3.4 Reception, Registration and Recording of Internal Reporting

Receipt of reports is done by the designated person, regardless of the internal reporting channel chosen by the Whistleblower. **In all cases, the designated person has the obligation to transmit to the whistleblower the acknowledgment of receipt of the report, no later than 7 calendar days after its receipt.**

If the whistleblower chooses to report by telephone, the designated person is required to document the report in one of the following ways:

- a) by making a recording of the conversation in a durable and accessible form, if at the time the recording is started the whistleblower consents in this regard;
- b) by a full and accurate transcription of the conversation in a written record.

If, for technical reasons, the conversations cannot be recorded, the designated person is obliged to draw up a complete and accurate transcript of the conversation.

The designated person shall give the whistleblower the opportunity to check, correct and agree to the minutes of the conversation by signing them.

If the whistleblower requests that the reporting take place in the presence of the designated person, the designated person shall be obliged to draw up a record in a durable and accessible form, subject to the consent of the whistleblower. The designated person shall give the whistleblower the opportunity to check, correct and agree to the minutes of the conversation by signing them.

If the whistleblower does not consent to the transcription or recording of the conversation, the designated person shall advise the whistleblower to report in writing, using the other existing internal reporting channels.

If the public interest warning officer refuses to sign the minutes, the designated person shall note this in the minutes and, where appropriate, shall continue with the follow-up action under this Procedure.

Reporting is recorded by the designated person, who is required to enter the following information in the **whistleblowing reporting register**:

- Date of receipt of the report;
- If known, the name, surname and contact details of the whistleblower;
- The subject of reporting; and
- The manner of resolving the report.

The NIM whistleblowing reporting register is established in a confidential electronic format by the designated person. All reports received shall be kept in confidence in the whistleblowing reporting register. Based on the information entered in the register, the designated person shall draw up an annual statistic and submit it to the Company's management on the reports concerning violations of the law.

The reports received shall be archived in confidence by the designated person for a period of 5 years, at the end of which they shall be destroyed, irrespective of the medium on which they are kept.

3.5 Resolving Internal Whistleblowing Reports

After receiving the report and examining it, the designated person is obliged to diligently carry out the necessary follow-up actions to confirm or invalidate the issues raised in the report, under conditions of utmost confidentiality.

In this regard, the designated person shall have all the resources necessary to investigate the issues raised in the report and is entitled to take the following actions:

- Request further information from the whistleblower on the issues raised in the report.
- Request information and documents from the person concerned in relation to the matters raised in the report, without disclosing the whistleblower's identity.
- Collect all the evidence necessary to solve the report, in compliance with the relevant legal provisions, in particular the protection of personal data and the secrecy of correspondence.
- Require NIM employees/collaborators who are not the subject of the report to provide documents and information necessary to resolve the report, without disclosing the identity of the whistleblower or the person concerned.

In order to accomplish all the necessary due diligence to carry out the follow-up actions, in cases of absolute necessity, the designated person may request the support of other employees or external service providers (i.e. lawyers, consultants, experts, etc.). In this case, the confidentiality obligations extend to such external employees or suppliers and the designated person shall limit the information communicated to them to the minimum necessary to provide the requested support. The designated person has the obligation to remind employees or service providers involved in carrying out the follow-up actions of the confidentiality obligations they must respect.

Throughout the follow-up actions, the person concerned shall have the right of defense, including the right to be heard and the right of access to his or her own file.

The designated person has the obligation to inform the whistleblower about the status of the follow-up no later than 3 months from the date of acknowledgement of receipt, and thereafter whenever there are developments in the follow-up, unless the information could jeopardize the follow-up.

After due diligence, the designated person may:

1. Order the **closure of the internal report**

Closing the internal report may be ordered by the designated person when:

- a) As a result of the follow-up actions, the designated person concludes that the facts described in the report are not real or are not violations of the law.
- b) The report does not contain the mandatory elements, and the designated person has requested that it is supplemented within 15 days, to the extent that the whistleblower has indicated his or her contact details, without this obligation being fulfilled.
- c) The report is submitted anonymously and does not contain sufficient information on violations of the law to allow analyzing and resolving the report, and the designated person has requested that it is supplemented within 15 days, to the extent that the whistleblower has indicated his or her contact details, without this obligation being fulfilled.
- d) The whistleblower makes a new report on the same violation of the law without submitting additional information to justify different follow-up actions.
- e) After examination of the report it is found that it is clearly a minor violation and does not require further follow-up actions other than the closure of the procedure.

In all cases, the decision to close the case shall be communicated to the whistleblower, insofar as the whistleblower has indicated his or her contact details, indicating the legal basis, within 5 days after the procedure has been completed.

2. **Prepare a report with proposals for the Company's management**

If the facts described in the report are confirmed and represent violations of the law, the designated person shall prepare a report with a proposal to initiate a disciplinary investigation or, where appropriate, with a proposal to refer the matter to the competent authorities and shall submit it to the Company's management.

The designated person shall inform the whistleblower on how to deal with the report within 5 days after the procedure is completed.

In all cases, regardless of how the report is resolved, the designated person shall draw up a report describing the reported facts and the manner of resolving the report, which shall be submitted to the Company's management and shall make the necessary entries in the whistleblowing reporting register.

Where the person concerned by whistleblowing is the designated person, all the powers and duties of the designated person under this procedure shall be assumed by one of the Company's directors.

3.6 Duty of Confidentiality

Both the designated person and any other internal or external employees or collaborators involved in the process of carrying out the follow-up actions to resolve the report shall be under an obligation not to disclose the identity of the whistleblower or any third party named in the report, or any information that would allow their direct or indirect identification, unless the whistleblower consents in a documented form to the disclosure of his or her identity.

However, the identity of the whistleblower may be disclosed where this is a legal obligation, subject to the conditions and limits provided for by law. In this case, the whistleblower shall be informed in advance, in writing, of the disclosure of his or her identity and of the reasons for disclosing the confidential data concerned. The obligation to inform the whistleblower does not exist if the information would jeopardize investigations or judicial proceedings.

The obligation to maintain confidentiality shall also be maintained in the event that the report reaches, in error, a person other than the designated person within the Company. In this case, the report shall be submitted immediately to the designated person or to the company director, as appropriate.

The provisions of this Procedure on the protection of the identity of whistleblowers shall also apply to the person concerned as well as to third persons referred to in the whistleblowing report.

The identity of the person concerned shall be protected as long as the follow-up to the report is ongoing, unless, following the resolution of the report, it is established that the person concerned is not guilty of the breaches of law that were the subject of the report or disclosure. If the person concerned is innocent, the obligation to protect his or her identity extends indefinitely.

The provisions of this Section shall not apply where the whistleblower has intentionally disclosed his or her identity in the context of a public disclosure.

4. PROHIBITION OF RETALIATION AND EXEMPTION FROM LIABILITY

NIM prohibits any form of retaliation against whistleblowers, as well as any threats of retaliation or attempted retaliation, particularly those concerning:

- a) any suspension of the employment contract or of the collaboration contract;
- b) dismissal;
- c) amending the employment contract or collaboration contract;
- d) salary cuts and changes in working hours;
- e) demotion or hindering promotion or career advancement, including through negative appraisals of individual job performance or negative recommendations for professional performance;
- f) application of any other disciplinary sanction;
- g) coercion, intimidation, harassment;
- h) discrimination, creation of another disadvantage or subjecting the person to unequal treatment;
- i) refusing to convert a fixed-term employment contract into an employment contract of indefinite duration where the employee had a legitimate expectation that he or she would be offered a permanent position;
- j) refusal to renew a fixed-term employment contract or early termination of such a contract;
- k) causing damage, including reputational damage, in particular on social media platforms, or financial loss, including loss of business opportunities and loss of income;
- l) Inclusion on a negative list or database, formally or informally, which may imply that the person concerned will not find future employment in that sector or industry;
- m) unilateral out-of-court termination of a contract for goods or services without the conditions for such termination being fulfilled;
- n) cancellation of a license or permit;
- o) request for a psychiatric or medical assessment.

The whistleblower who reports information concerning violations of law does not violate the legal provisions or contractual clauses on the disclosure of information and is not liable for the public reporting or disclosure of such information, provided that he or she has made a public report or disclosure under the terms of Law No. 361/2022 and had reasonable grounds to believe that the reporting or disclosure was necessary for the disclosure of a violation of law.

NIM's policy of prohibition of retaliation and disclaimer also applies to:

- a) individuals who assist the whistleblower in the reporting process in a professional context and whose assistance must be confidential;
- b) third persons who have links with the whistleblower and who might suffer retaliation in a professional context, such as colleagues or relatives;
- c) legal entities owned by the whistleblower or for which the whistleblower works or with which the whistleblower has other types of links in a professional context;
- d) the whistleblower who anonymously reported or publicly disclosed information about violations, but is subsequently identified and suffers retaliation;
- f) the whistleblower who makes external reports to the competent institutions, bodies, offices or agencies of the European Union.

5. FINAL DISPOSITIONS

In particular, as regards Employees, the purpose of this Procedure is not to provide them with a tool to report HR-related issues or grievances specific to the day-to-day operations and job description or human interaction and relationships which are not covered by the scope of this Procedure nor any other policy and/or procedure referred to herein. Such issues should be directly raised to and solved by the Human Resources Department of the Company in accordance with the manner adopted by the Company.

Non-compliance with this procedure may be considered a disciplinary matter, an unethical behaviour or breach due care and will be analysed in the Disciplinary Committee. Disciplinary actions may be taken, in accordance with the applicable labour laws.