



*Leading the way
in Customer Interaction
& Process Management.*

Whistleblowing Policy

Approved by the Board of Directors of Comdata Spa
05 March 2021



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Introduction

This regulatory tool (hereinafter, “the Policy”) regulates the process for the receipt, analysis and processing of notifications or reports sent or transmitted by any party, confidentially or anonymously, concerning the breach of the ethical and behavioural principles laid down in the Comdata Group Code of Ethics or the commission of crimes that may result in corporate administrative/ criminal liability.

The Procedure complies with the provisions laid down by best practices on the subject of Governance, Risk & Compliance and is also specifically referred to in the rules and regulations in force in the various countries in which the companies of the Comdata Group operate¹.

This document is part of the broader “Comdata Compliance Program” (the “**CCP**”), which was launched by the Comdata Group to harmonise the internal control systems created in the various Comdata legal entities and to promote ethical behaviour by Comdata Personnel. The CCP translates into the development and updating of internal procedures intended to prevent the breach of laws, regulations, codes of conduct, Group policies and the Group Code of Ethics and therefore, indirectly, penalties, financial losses or reputational damage.

¹ For example: in Italy, Italian Legislative Decree no. 231/2001 and the Corporate Governance Code of Borsa Italiana; in Spain, Ley Orgànica no. 5/2010; in France, Loi no. 2016-1691 “Loi Sapin II”; in addition to essential tools for advanced standards for the regulation of internal audit and anti-corruption systems (for example: Sarbanes-Oxley and Foreign Corrupt Practices Act (FCPA) in the USA.

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Purpose



In order to facilitate the sending of reports, the Welocalize Group has made multiple transmission channels available, as described in paragraph 8 below, for sending reports electronically as well as in hard copy format.

All reports on behaviours deemed incorrect are carefully examined and help the Company concerned to take the appropriate measures, irrespective of whether they are signed or anonymous.

However, it is important for elements that are as circumstantiated as possible to be provided, so that the facts reported can be effectively checked by the competent internal bodies.

A company obviously does not have the same investigation tools available as those provided by law to investigating authorities. Anyone who intends to send a report is encouraged to provide proof to help us investigate. Otherwise, the report would risk being ineffective: a mere accusation, a generic indication of behaviour deemed incorrect, but lacking the elements to be able to verify it and take the resulting measures.

The decision as to whether to sign the report is personal. If it is signed, it will enable the internal bodies responsible for checks to contact the whistle-blower to obtain and clarify all possible additional information, so as to be able to make the checks potentially more rapid and effective. And the confidentiality of the whistle-blower's identity will be guaranteed, always in compliance with the law, with his or her name kept separate from the content of the Report as soon as processing begins.

The criteria set forth here apply to reports coming from individuals outside the Group as well as employees.

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Scope



The Policy applies to Comdata SpA.

The Policy is also a reference for all the companies of the Group that undertake to transpose it through a resolution of their individual Administrative bodies².

In any case, when they receive a report based on any autonomous whistleblowing procedures adopted, the Group Companies in question must:

- ▮ transmit the reports received to the Comdata Group Internal Audit department for information purposes;
- ▮ notify the Comdata Group Internal Audit department of the assessments performed with respect to the reports and any actions taken.

The management of reports and the related processing of data is carried out by Comdata S.p.A. also in the interest of its subsidiary companies in compliance with the provisions of applicable laws, therein including, in particular, the principles of necessity, proportionality and lawfulness of the processing, as set forth in EU Regulation 2016/679 on the protection of natural persons with regard to the Processing of Personal data (GDPR).

In any case, the operational and managerial autonomy of the subsidiary companies are respected and the confidentiality requirements underlying the performance of any preliminary verification activities are guaranteed.

² During the transposition phase, the competent administrative body has the power and is responsible for taking into account and harmonising any local regulatory provisions without, however, limiting the effectiveness and purposes of this procedure and - in the event of any overlaps - will implement the most restrictive criteria between the local regulations and Group policies.

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*Recipients
of the Procedure*



The following parties are recipients of this Procedure:

- a) the stakeholders and directors of the companies forming part of the Comdata Group;
- b) all the Personnel that work and collaborate with the companies of the Comdata Group by virtue of employment and/or collaboration contracts;
- c) the customers and suppliers of the Comdata Group;
- d) Third parties in general.

To this end, the Procedure is distributed and made available at the various contact and communication points of the companies of the Comdata Group: on its website, the company intranet and on the special portal made available for reporting at <https://whistleblowing.comdatagroup.com>.

For the purposes of the application of this procedure, please note the following definitions:

▮ local internal audit department means the company body in charge of supervising the correct functioning of the internal audit system of the individual company (legal entity).

In the cases where an individual legal entity does not have such an entity, reference is to be made to the local internal audit department of the closest subsidiary company;

▮ Comdata Group Internal Audit department means the Internal Audit department of the company Comdata S.p.A. The exact details of the aforesaid departments are published in **Annex 1**.

4/

Definition of "report"



The definition of “report”, as stated in this Procedure, includes the reports of real or alleged conduct of parties operating in the name of, on behalf of or also in the interest of the Comdata Group that breaches:

- i.** Laws, Regulations and Measures issued by the Authority;
- ii.** the Comdata Group Code of Ethics;
- iii.** The Organisation and Management Models adopted by the companies of the Comdata Group in compliance with local regulatory provisions and/or any other corporate compliance model or system approved by the administrative body;
- iv.** the management systems, adopted by the companies of the Comdata Group under ISO standards.

For the purposes of the application of this Policy, the notifications that differ from the cases described above and in particular those referring to requests, complaints or grievances concerning commercial activities are not considered to be “reports”.

The aforesaid notifications, where received, will be sent to the competent company departments for processing on the basis of reference provisions. In order for a “report” to be considered useful, it must:

- a) be made in good faith. Reports made with the mere intent of slandering or delegitimising third persons (also see: “unlawful reports”) are not acceptable;
- b) be precise and provide details on the events mentioned. The whistle-blower is not required to be entirely sure in advance of the completeness and certainty of the reported facts; nevertheless, in order for the report to be verified and assessed, it cannot be abstract or without sound references. It must in fact contain an adequate degree of detail that allows the competent corporate bodies to check the grounds or otherwise of the reported facts or circumstances, on the basis of the investigation tools available.

5/

*Protection of the
Whistle-blower*



The “report” is made - preferably - explicitly through the simultaneous communication of the data and contact information of the whistle-blower.

All the People in the Comdata Group that receive a “report” and/or that are involved, in any way, in the investigation and processing thereof, are obliged to ensure the highest level of confidentiality of the parties and reported facts, using, to this end, appropriate communication criteria and methods that protect the identity and respectability of the people mentioned in the “reports”, as well as the anonymity of the personal details of the whistle-blower, avoiding in any case the disclosure of the acquired data to parties not involved in the “report” investigation and handling process regulated in this Procedure.

The Law and Comdata Group Code of Ethics ensure the maximum protection of the whistle-blower from any action or retaliation, laying down specific penalties for the company and for the parties that act in any way

aimed at discriminating against the whistle-blower for reasons connected to the reports.

In such cases, an inspection is carried out on the actions and decisions linked to possible penalties, demotions, dismissals, transfers and all other organisational measures that may have a negative impact on the working conditions of the whistle-blower.

In order to encourage collaboration in reporting that provides the widest protection for the Comdata Group and the people collaborating with the latter, the “report” can be made also “anonymously” in the cases where the personal details of the whistle-blower are not clearly stated or cannot be identified without a degree of ambiguity.

The Comdata Group, to this end, has set up multiple communication channels with the intention of facilitating communication flows and, simultaneously, maximising the degree of protection for the whistle-blowers.

6/

Definitions



Term	Description
Comdata	Comdata SpA
Board of Directors	Board of Directors of Comdata SpA
Comdata Group Internal Audit	Internal Audit department of Comdata SpA
Comdata Group	Comdata SpA and its direct and indirect subsidiaries.
Reporting Team	<p>Collegial department – identified within the Internal Audit Department of Comdata SpA – responsible for preliminary verifications on admissibility and the monitoring and coordination of preliminary actions performed by the competent supervisory and control bodies at the individual legal entities of the Comdata Group, as well as promotor of the necessary information and training initiatives for the company population.</p> <p>It consists of the Manager and the Deputy Manager of Comdata Group Internal Audit.</p>
Coordinator of the Reporting Team	<p>The Coordinator is the Internal Audit Manager, who governs the end-to-end management of reports, from their receipt to the closure of the preliminary investigation process.</p> <p>When required, he or she is entitled to represent the Team at meetings with the Administration, Management and Control Bodies.</p>
Register of reports and authorised individuals	<p>Register managed under the responsibility of the Reporting Team containing the chronological list of reports processed and the individuals authorised from time to time - on a “need to know” basis - to know of the existence and/or content of a report and the identity of the Reported Parties, as well as - when permitted by law - the Whistleblowers.</p>
Compliance Models or Systems	<p>Organisational models or systems aimed at defining and implementing corporate governance rules and compliance with laws and regulations³.</p>

³ Merely by way of example, we cite: for Italy, Italian Legislative Decree no. 231/2001, the Borsa Italiana Corporate Governance Code; for Spain, Ley Orgánica no. 5/2010; for France, Loi no. 2016-1691 “Loi Sapin II” as well as other international references for the rules of systems of internal control and combating corruption (for example: Sarbanes-Oxley and Foreign Corrupt Practices Act – FCPA in the USA).

Term	Description
Code of Ethics	Code of Ethics of the Group defined by Comdata SpA and adopted by all Group Companies, which identifies the essential core values constituting the corporate culture, which translate into the principles and management policies guiding everyday actions.
Supervisory Body or SB	Refers to the Supervisory Body established pursuant to article 6 of Italian Legislative Decree no. 231 of 2001, responsible for supervising the functioning, effectiveness and observance of the Comdata SpA Model as well as its updating.
Anti-Corruption Policy	The Anti-Corruption Policy of the Comdata Group.
Report	Communication concerning facts that it is deemed may be: unlawful or irregular conduct; breaches of regulations; actions susceptible to cause financial harm or damage to the company's image; breaches of the Code of Ethics; breaches of the Anti-Corruption Policy; breach of the Privacy Code of Ethics; breaches of the 231 Model; breaches of company procedures and provisions.
Whistleblower	Any party (internal or external to the Comdata Group) who makes a Report, after becoming aware of information concerning the topics listed above.
Reported Party	Any party to whom the facts subject to a report refer or are referable.

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Unlawful Reports



Any "report" that - following the outcomes of the preliminary investigation phase - is discovered to be unfounded on the basis of objective evidence and in relation to which the circumstances ascertained during said investigation phase result in the conclusion that the report

has been made in bad faith or with gross negligence is considered "unlawful".

In this case, the whistle-blower may be subject to disciplinary action, in accordance with and pursuant to the Disciplinary System of the Comdata Group.

8/

*Operating
methods*



The Comdata Group, in order to facilitate the receipt of reports, has set up multiple communication channels. The report of a breach can be sent via:

• ordinary mail;

• email;

• the whistleblowing platform.

The specific addresses to be used at each individual company of the Comdata Group are published in Annex 1 to this Procedure, as well as on the company intranet and on its website.

The monitoring of the operation of the aforesaid communication channels is guaranteed by:

• the local internal audit department for the receipt of notifications via ordinary mail and email;

• the Comdata Group Internal Audit department for the receipt of communications via the whistleblowing platform.

All reports of breaches that have occurred, also beyond the communication channels

indicated above and regardless of who received them and the source, must be sent to the local internal audit department.

The aforesaid departments also ensure the mutual exchange of information and notifications between the respective Control and Supervisory Bodies - where appointed - for the performance of related tasks, within the limits of the responsibilities assigned to them.

The local internal audit departments also ensure a regular communication flow to the Comdata Group Internal Audit department with regard to the reports received and for the outcomes of the related investigations, in accordance with the methods agreed by the parties.

8.1. Whistleblowing Platform

The Comdata Group has made available a web platform to manage a reporting communication channel alternative to traditional channels that also guarantees the confidentiality of the identity of the whistle-blower - including through the use of IT methods.

This platform is not part of the Comdata Group systems and is managed by an independent provider.

In order to register a report, the whistle-blower is given an identification code for the report at the time of accessing the platform. The whistle-blower can use this code to see if his/her report has been undertaken and can offer possible information and responses if any further detail is required. The platform does not trace the identification data of the whistle-blower, nor his/her contact information, unless the whistle-blower voluntarily offers this in the report.

8.2. Report management procedure

8.2.1. Preliminary verification

Once the Report has been received, the Reporting Team performs a preliminary verification of admissibility in order to evaluate whether the management process can be performed in relation to the content of the report and guide the subsequent assessment phases:

▮ inadmissible reports: reports not referring to Comdata or other Group companies or formulated in an incomprehensible or lewd manner, or which are clearly illogical or self-serving, are deemed inadmissible.

These reports are closed by the Reporting Team with no further action;

▮ irrelevant reports: reports concerning matters different from the alleged breach of the principles of the Code of Ethics and the alleged commission of crimes (for example: commercial complaints, Employee complaints concerning management aspects relating to his or her work situation, as well as details of possible breaches of the obligations of the employment relationship by an Employee – unjustified absences or other – etc.) are deemed irrelevant.

In these cases, the reports are transmitted to the competent department (Commercial, Human Resources, etc.) and for the purposes of the Policy they will be considered closed by the Reporting Team.

The Departments involved are in any event required to provide a response to the Reporting Team with respect to the actions carried out.

Reports with content that cannot be evaluated due to its generic nature, with no or insufficient elements (references to facts, circumstances, individuals, etc.) necessary to launch verifications and when it is not possible (or useful) to contact the Whistle-blower ("uncircumstantiated" reports), or the content of which cannot be assessed with the verification tools available to a business organisation ("unverifiable" reports) are also considered irrelevant.

These reports are closed by the Reporting Team if it is not possible to make them circumstantiated or verifiable;

▮ relevant reports: reports that contain informational elements such so as to make the report sufficiently reliable, through credible, circumstantiated and verifiable content, are considered relevant. These reports are sent on to the preliminary investigation phase;

▮ 231 reports: these are reports concerning matters that may have an impact on the 231 Model of Comdata SpA and more generally the provisions of Italian Legislative Decree no. 231/2001 or concerning the principles of the Code of Ethics regarding the Italian territory. These reports are sent on to the preliminary investigation phase.

Following the assessment mentioned above, only for reports sent on to the preliminary investigation phase, the Reporting Team enters the report in a dedicated Register, including and updating the following information, when applicable:

- b) progressive entry number;
- c) date and channel of receipt;
- d) Group company concerned;
- e) name of the Whistle-blower (when provided) and alphanumerical code assigned to him or her;
- f) subject and summary of the Report;
- g) type of alleged breach reported;
- h) party responsible for the Preliminary investigation;
- i) preliminary investigation start and performance date;
- j) preliminary investigation status;

- k) preliminary investigation result (assessment of admissibility);
- l) decision of the competent bodies responsible for the implementation of the measures to be adopted;
- m) notes (if any).

The preliminary investigation activity is assigned to the following parties (parties responsible for preliminary investigation activities):

/SB, for reports concerning matters that may have an impact on the 231 Model and more generally the provisions of Italian Legislative Decree no. 231/2001 or concerning the principles of the Code of Ethics regarding the Italian territory;

/local internal audit department existing at the individual Comdata SpA subsidiary to which the report geographically refers or at its closest parent company;

/Comdata Group Internal Audit in cases in which the processes set forth above cannot be followed.

For each report, the Reporting Team creates a dedicated file for storing the documentation collected in relation to the report,

also following discussions with the parties responsible for preliminary investigation activities in the course of the relative phase, including the relative reports and any interviews of people who may be informed of the facts and the final investigation report.

All parties responsible for preliminary investigation activities ensure respect for the principles of confidentiality and protection of personal data. They may also rely when deemed appropriate or necessary on the support of outside consultants to perform analyses and technical studies, fraud investigations, forensic analyses or audits, with which dedicated engagement letters and confidentiality agreements will be signed.

The party responsible for preliminary investigation activities:

- a) typically does not process reports relating to facts regarding which it is known that the Public Authorities have ongoing investigations (for example: judicial authorities, administrative bodies, etc.) or facts already known and subject to pending disputes

between the individual Group company concerned and Third Parties or Employees (reports “on facts subject to ongoing investigations/proceedings”);

b) suspends or interrupts the investigation at any time if the preliminary investigation reveals that the report is unfounded and, in the case where the bad faith of the whistle-blower is verified, reserves the right to present its assessment to the competent company bodies in order to initiate proceedings against him or her;

c) in the case where the commission of a crime is discovered, prepares a report on the activity performed and promptly informs the Administrative body so that it can evaluate whether the Judicial Authorities ought to be involved and - where appointed - the Supervisory and Control Bodies of the specific company;

d) even if no crime has been committed, for each report received – in compliance with the necessary confidentiality criteria – communicates the results of its verifications and possible

recommendations proposed in order to remedy the irregularities discovered to the Manager(s) of the Department(s) concerned, the Human Resources Manager or the Administrative body for the adoption of the measures under their responsibility;

e) closes reports relating to facts already previously known and fully assessed by the local internal audit department and/or by Comdata Group Internal Audit without the report having added or making it possible to add elements or aspects beyond those already known (“superseded” reports).

The local internal audit department provides the Reporting Team with an at least quarterly update on the files that are open, those that are at the investigation stage or those that have been completed with the related conclusions.

The Comdata Group Internal Audit department informs the Chairman of the Board of Directors of Comdata SpA, and, where appointed, the Internal Audit and Risk Management Committee, the Board of Statutory Auditors

and the Supervisory Body appointed under Italian Legislative Decree no. 231/2001 at least on a quarterly basis of the reports received and their status.

8.2.2. Preliminary investigation phase

The objective of the preliminary investigation phase consists of assessing the grounds of the report and its degree of seriousness and entails the performance of targeted verifications on relevant reports [and on 231 reports] which make it possible to identify, analyse and assess possible elements to objectively confirm the facts reported.

On the basis of a collegial assessment, the Reporting Team will decide alternatively to:

- a) directly perform the assessment activities, obtaining information from the business departments of the Group company concerned by the Report;
- b) rely on the support of the Competent Departments, identified from time to time, to perform the assessment,

inviting them to provide feedback regarding their findings;

- c) ask the local internal audit department to perform the necessary assessment activities in order to analyse and assess the grounds of the facts reported. Subsequently, the local internal audit department will send the Reporting Team a detailed report on the verifications carried out.

If deemed necessary or appropriate to perform the preliminary investigation, the party responsible for preliminary investigation activities may interview (directly or through third parties appointed for this purpose) the Whistle-blower (if his or her name has been provided) as well as the Reported Party and other parties it is deemed may provide useful information or feedback. Minutes are taken of all interviews by the party responsible for preliminary investigation activities.

8.2.3. Adoption of measures

When the preliminary investigation activity is completed, the Reporting Team notes in the Register the

results of the preliminary investigation activity and the measures adopted by the competent corporate bodies and/or organisational departments, also entering the relative justifications. Specifically, the measures may consist of:

a) requesting and/or recommending to the Departments concerned the appropriate actions in relation to the findings. The management of the Department concerned will then be responsible for evaluating any measure to be taken - within the scope of the disciplinary system

in force within the Group company concerned - and disclosing to the Reporting Team the specific initiatives adopted. Only following such communication may the report be deemed closed (report "closed with actions");

b) close the Reports for which the facts reported could not be confirmed (reports "closed with no actions").

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Reporting



The Reporting Team prepares a half-yearly report on all reports received and the analyses performed - with a specific indication of those which are relevant - to be transmitted to the Board of Directors and the Control Bodies of Comdata SpA:

Control and Risk Management Committee (when appointed),
Board of Statutory Auditors
and Supervisory Body.
Reporting on 231 reports
is handled exclusively by
the Supervisory Body of Comdata SpA.

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*Protection of
personal data*



In compliance with the principle of minimisation pursuant to art. 5 of Regulation (EU) no. 2016/679 (the “GDPR”), only personal data that are pertinent and necessary with respect to the purposes of the Policy may be processed. Therefore, all personal data (of any natural person) contained in the Report or otherwise collected during the preliminary investigation phase which are not necessary shall be either deleted or rendered anonymous.

The privacy disclosure contains general information relating to the processing of personal data within the context of the Policy.

When each Report is made, the Reported Party and the other parties involved in the Report may not immediately receive a specific privacy disclosure concerning the processing of their data, when there is the risk that providing such disclosure may compromise the capacity to effectively verify the grounds of the Report or to collect the necessary feedback.

Annex 1

Addresses to be used for sending reports

Ordinary mail address

Company: _____

Local internal audit department: _____

Ordinary address: _____

Office: _____

Email address:

Company: _____

Local internal audit department: _____

Email address: _____

Company: _____

Control and Supervisory Body: _____

Email address: _____

Whistleblowing Platform

<https://whistleblowing.comdatagroup.com>



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