

Bracco Group

Whistleblowing Policy



LIFE FROM INSIDE

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Glossary

Allegation – The assertion included in the Whistleblowing report.

Entity/ies – **Each** legal entity belonging to the Bracco Group.

Function(s) – Each function/department within the Entity/ies.

Competent Function – Corporate Human Resources, Global Human Resources, Legal, Global Legal Affairs.

Whistleblowing report – The disclosure by a person, usually an employee of the Entity or a third party in some way linked to the Entity (referred to in this document as an “Employee” or “Third Parties”) of any irregularities or violations of applicable law, regulation and/or internal procedure.

Anonymous Report - Any whistleblowing report that comes from an individual whose personal details are unknown or not clearly identifiable.

Unfounded Report - Any report that, from the conclusion of the preliminary investigation phase, is revealed to be unfounded.

Whistleblower – The person performing the wrongdoing’s disclosure.

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1 Purpose

This Policy regulates the process of receiving, analyzing and processing Whistleblowing reports, whomsoever sends them, whether they be Third Parties or Employees, even if sent anonymously where such reports are appropriately detailed and therefore able in describing facts and circumstances.

2 Scope

This Policy applies to Entities.

3 General principles

The general principles with regard to the process of managing Whistleblowing reports are as follows:

- people receiving, analyzing or processing a Whistleblowing report must guarantee confidentiality of the data revealed and confidentiality about the identity of the whistleblower, unless the explicit consent of Whistleblower;
- access to the Whistleblowing report must be granted strictly on a “need to know basis”, that is subject to the necessity to have access;
- personal information, which is clearly of no interest or relevance to the allegations, should not be further processed;
- personal information must be processed in accordance with any applicable data protection law;
- the Whistleblower, who results in good faith, will be protected from any form of retaliation;
- the Whistleblower, who makes knowingly false report, will be subject to disciplinary action, according to the applicable local labor law;
- Anonymous Reports, even if not preferred, are accepted in case they are appropriately detailed and therefore able in describing facts and circumstances;
- Whistleblowing reports should be recorded and filed.

4 Management of Whistleblowing reports

4.1 Receipt

Bracco identified the following reporting channels:

- email (email address: corporatela@bracco.com);
- ordinary mail (address: Bracco S.p.A., Corporate Internal Audit, Via Caduti di Marcinelle 13, 20134 Milan, Italy);

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- in Entity that do not enable internet access, the pertinent Management guarantees the presence of alternative tools to collect reports (e.g. dedicated boxes).

Corporate Internal Audit is responsible for the provision and maintenance of the listed reporting channels.

The reporting channels are advertised through a banner on the Internet and Intranet websites.

Employees receiving Whistleblowing reports from outside channels must promptly forward them to Corporate Internal Audit guaranteeing the confidentiality about the content and the subjects involved in the reports.

In particular, the *whistleblower* has to expose:

- violation of external laws or rules
- potential breach of the Code of Ethics
- offering, taking or soliciting bribes
- Fraud and conflicts of interest
- unauthorized release of information.

The content of report must not concern:

- personal reporting complains;
- claims / instances that fall within the normal discipline of the employment relationship.

4.2 Preliminary Assessment

Corporate Internal Audit will ensure that all the appropriate checks are carried out on the verifiable facts, guaranteeing that these phases are managed as quickly as possible and in accordance with the principles of objectivity, competence and professional diligence.

According to the allegation contained in the Whistleblowing report, Corporate Internal Audit will promptly involve the relevant Competent Function.

The competent Function could be:

- HR, if the allegation concerns the employees;
- Legal Affairs in the other cases.

Corporate Internal Audit and the competent Function will inform promptly the President/CEO of Bracco S.p.A. and the CEO of Bracco Imaging.

Corporate Internal Audit and the Competent Function examine the Whistleblowing report and based on this preliminary analysis can classify each reports as:

- clearly unfounded;
- unverifiable;
- verifiable for which an investigation is required.

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4.3 Investigation

Corporate Internal Audit defines with the Competent Function a work-plan for an investigation aiming to verify if the allegations in the Whistleblowing report are confirmed (totally or partially).

If necessary and in accordance with the appropriate confidentiality agreements, external consultants or experts will be activated to support the investigations.

4.4 Reporting

At the end of the investigation, Corporate Internal Audit formalizes a “Management letter” reporting the following information:

- a summary of the activities performed during the Investigation;
- the main results of the activities;
- potential gaps identified;
- potential action plans related to the gaps identified.

The Management Letter is sent to the President of Bracco S.p.A., the CEO of GBUI, the Competent Function, the Management of Function/Entity investigated and, if need be, to the relevant Supervisory Body and Statutory Body of the involved Entity.

In case of not anonymous whistleblowing, Corporate Internal Audit and the Competent Function could provide to whistleblower a feedback about the results of the analysis performed.

4.5 Archiving

Corporate Internal Audit is required to guarantee the traceability and the proper filing of all the Whistleblowing reports and all the related documentation, in specially provided paper/electronic archives, with the highest security/confidentiality levels.

4.6 Disciplinary actions

Bracco could take suitable disciplinary measures, in accordance with the provisions of the collective labor agreement or other applicable national laws with regards Bracco personnel that:

- as a result of the verification of Whistleblowing reports, is responsible for violating applicable legislation or of internal procedures;
 - threatens or takes reprisals against others who report violations.
- The whistleblower, who makes knowingly false report, will be subject to disciplinary action too in accordance with the provisions of the collective labor agreement.

5 Roles and Responsibilities

5.1 Employees

If receiving a Whistleblowing report, the Employees have to:

- send timely the Whistleblowing report to Corporate Internal Audit;
- guarantee the confidentiality about the content and the subjects involved in the report.

5.2 Corporate Internal Audit

- manages and provides the required maintenance of the reporting channels;
- promptly analyzes and shares with the competent Function the Whistleblowing report;
- promptly inform the President/CEO of Bracco S.p.A. and the CEO of Bracco Imaging S.p.A.;
- plans the audit activities to be performed;
- shares the work-plan with Competent Function;
- performs the audit activities;
- drafts the Management Letter summarizing the activities performed, their result and the action plans related to the gaps identified;
- sends the Management Letter to President of Bracco S.p.A., the CEO of Bracco Imaging S.p.A., the Competent Function, the Management of the Function/Entity investigated and, if need be, to the relevant Supervisory Body and Statutory Body of the involved Entity;
- archives the Whistleblowing report and all related documentation.

5.3 Competent Function

- promptly analyzes and shares with the Corporate Internal Audit the Whistleblowing report;
- shares the Audit work plan of the Corporate Internal Audit;
- shares the activities performed by Corporate Internal Audit and their result.

6. Documentation and archive

The original of the present Policy is kept in the Corporate Internal Audit Department. A copy thereof will be published on the Entity Intranet network and on the Entity website.

The reporting channels are advertised through a banner on the Internet and Intranet websites.

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7. Other relevant Documents

- Bracco Group Code of Ethics;
- Organizational, Management and Control Model (ex Italian D. Lgs.231/2001);
- Anti-Corruption Program of Bracco Imaging Group;
- Bracco Group data protection policy.