



B A N K

Global Policy

Whistleblowing

FB 008_2020

Approving Function

Board of Directors

Date February 2020

Proposer Function

Compliance

Table of Contents

1	INTRODUCTION.....	3
1.1	Document purpose and content summary.....	3
1.2	External regulatory framework.....	4
1.3	Glossary and acronyms.....	4
1.4	Reporting unacceptable conduct.....	5
1.5	Investigation.....	7
1.6	Outcome of the investigation and consequent decisions.....	8
2	PROTECTION MEASURES PUT IN PLACE BY THE GROUP.....	9
2.1	Protection of the Whistleblower, of the witness and of the Concerned Person ..	9
2.2	Data protection and documents filing.....	10
2.3	Training and communication.....	10
2.4	Head of the Internal Whistleblowing System. Controls and reporting.....	10

1 INTRODUCTION

1.1 Document purpose and content summary

The FinecoBank Group is committed to promoting a corporate culture based on fair conduct and a good corporate governance, and for this reason it recognises the importance of having a Rule that governs the Reports¹ of Unacceptable Conduct by Employees and Third Parties (“Whistleblowing Global Policy”).

This Rule therefore defines the communication channels for receiving, analysing and managing Reports of Unacceptable Conduct within the Group.

The aim of this Rule is to promote a corporate environment where Employees and Third Parties feel at ease in reporting Unacceptable Conduct within the Group, as it is considered that these Reports contribute significantly to self-correction and to improving procedures and behaviours within the Group.

This Policy should be read together with the “Global Policy - Code of Conduct”, as adopted by each Group Company.

Unacceptable conduct means any action or omission, in carrying out work activities or that has an impact on said, that harms or may harm or affect the Group and/or its Employees which:

- is unlawful, unfair or immoral;
- breaches laws and regulations; or
- does not conform to internal regulations.

This Policy applies to issues addressed in Group Rules, such as:

- bribery and corruption;
- money laundering;
- breaches or regulations on Financial Sanctions;
- business conduct that is unethical or unprofessional;
- breaches of anti-trust regulations;
- insider trading and/or market manipulation;
- harassment;
- sexually inappropriate behaviour;
- bullying;

¹ “Report” means any information concerning possible Unacceptable Conduct sent by an Employee or Third Party to functions delegated to receive such information.

- fraud;
- insider dealing (regarding customer and company data/information);
- breaches of regulations and local laws;
- non-compliance with Group regulations and procedures;
- breaches of the Code of Ethics and/or Code of Conduct;
- other unlawful or improper practices or conduct.

1.2 External regulatory framework

The FinecoBank Group operates - and requires all its Employees and Third Parties to operate - in full compliance with all applicable supranational, national and local laws and regulations. In some countries, Group standards and rules may be more restrictive than requirements of local laws. As regards this Policy, the FinecoBank Group adopts the best standards, regardless of whether the reported conduct is prohibited or otherwise by applicable regulations.

FinecoBank guarantees that the person reporting the inappropriate conduct is not penalised as a result, in terms of their work or other work-related activities.

1.3 Glossary and acronyms

Term	Definition
Parent Company FinecoBank S.p.A. (hereinafter also "FinecoBank" or "Fineco")	Parent Company FinecoBank S.p.A. (hereinafter also "FinecoBank" or "Fineco")
Group subsidiary	the Entity directly or indirectly owned by FinecoBank S.p.A. (hereinafter also "Entity", "Group Entity", "Subsidiary Entity", "Associate Entity", "Subsidiary" or in brief "LE")
Group	FinecoBank Group, consisting of FinecoBank S.p.A. and Group Companies/LE (hereinafter also "Fineco Group")
Group Companies	Companies of the FinecoBank Group, which is the Parent Company FinecoBank and its Subsidiaries
Employees	Senior management, officers and/or members of strategic, control and/or executive bodies; employees, consultants and workers, also temporary, that have a contract with FinecoBank and Group Companies.
Third Parties	Natural or legal persons connected to the Group by a contract or a significant interest, such as suppliers, contractors, agents, personal financial advisors, shareholders, etc..

1.4 Reporting unacceptable conduct

Employees or Third Parties who believe that Unacceptable Conduct has or may be committed shall report it to the Head of Compliance² of their own Group Company (or in the absence of the Compliance Function, to the Head of Internal Audit³). If the Report concerns the above persons (Head of Compliance or Head of Internal Audit), Employees or Third Parties shall directly contact the Senior Management of their own company.

If the Unacceptable Conduct reported refers to fraud and the Report is directly received by the Company Security function, this function shall process it based on its own internal regulations, promptly notifying the Compliance function.

Employees or Third Parties may send Reports, indicating their identity (Named Reports) or remaining anonymous, using the whistleblowing channels made available by the Company. The whistleblowing channels guarantee the confidentiality of the whistleblower, unless the whistleblower has authorised his/her details to be disclosed.

The Group prefers Named Reports⁴ because, in the case of anonymous reports:

- it is harder to investigate, if it is not possible to obtain further information from the whistleblower;
- it is harder to protect the whistleblower;
- it is harder to give the whistleblower replies about the results of the investigation.

The Report must include sufficiently detailed information, that enables analyses and investigations to be conducted.

The following dedicated whistleblowing channels may be set up for Reports, which may also be anonymous. In any case, these channels guarantee the whistleblower's anonymity:

- telephone
- dedicated website
- dedicated email address
- hard copy letter to send to a dedicated address
- meeting in person.

² For Italian companies, if the Report concerns breaches of the Organisational Model adopted pursuant to Legislative Decree 231/2001 or the predicate crimes contemplated in this Decree, the Report may also be sent directly to the Supervisory Body.

³ If there is no Compliance and/or Internal Audit function, the Report shall be addressed to another function/person with an independence/level of hierarchy that guarantees the fairness of the process defined in this Global Policy.

⁴ "Named Report" means any Report containing the whistleblower's identity.

If the Report is sent to a Function other than Compliance, it must be forwarded - with the utmost urgent and confidentiality - to the Local Compliance Function, regardless of the whistleblowing channel used and/or type of Report received (anonymous or named). If the Report comes under the scope of the Global Complaint Policy, and is not specifically considered as Whistleblowing, it shall be managed based on complaints management process.

If Employees or Third Parties have doubts about whether to classify conduct as lawful, they may informally discuss the matter with their superior, or with the Compliance function of their own company, that will consider the matter as confidential. After receiving the Report, the Head of Compliance, or person appointed to manage whistleblowing ("officer") will promptly inform one or more of the following persons in his/her own Group Company, as applicable/depending on the issues, adopting confidentiality measures⁵:

- the Head of Human Resources;
- the Head of Anti-Corruption;
- the Head of AML;
- the Head of Legal;
- the Head of Security (for areas of responsibility);
- the Chairman of the Supervisory Body, if the company is subject to Legislative Decree 231/2001 and the Report concerns breaches of the Organisational Model adopted pursuant to this Decree or a crime contemplated in the Decree⁶.

The Head of the Local Compliance Function (or Internal Audit, if the party in the report is the Head of Compliance), or person appointed by said, assesses the Report received, on a preliminary basis and if there is sufficient evidence of Unacceptable Conduct to warrant an investigation, a person/function will be appointed to carry out the investigation based on the matter disclosed ("Person/Function in charge of the investigation").

Serious reports, even if anonymous, must be managed and promptly and confidentially reported, complying with the specific Group process (see attachment 1), which guarantees the involvement of the Senior Management of the Group Company in analyses, defining the activity plan, the investigation's results, recommendations and monitoring.

A report is classified as "Serious" if: (i) it refers to unacceptable conduct considered to be serious by the Compliance Officer or (ii) the person disclosed as having allegedly adopted an Unacceptable Conduct is a Senior Manager (the Chief Executive Officer of a Group Company or persons directly

⁵ For protection and confidentiality measures, see sections 2.1 and 2.2.

⁶ For Italian companies, if the Report concerns breaches of the Organisational Model adopted pursuant to Legislative Decree 231/2001 or the predicate crimes contemplated in this Decree, the Report may also be sent directly to the Supervisory Body.

reporting to him and heads of foreign branches), or (iii) it refers to a sensitive process (for example anti-money laundering procedures have not been complied with). Consequently, the Head of Compliance or the appointed person, will notify serious Reports to the Chief Executive Officer and Whistleblowing Managerial Forum (WMF)⁷ set up, if not present, in each single Group Company. Moreover, the Head of Compliance of the Group Company will inform the Compliance Officer of the Parent Company, guaranteeing that the names of people involved will not appear in the escalation process, to ensure complete confidentiality of personal data.

All Reports, either verbal or written, are managed by the Group, with the utmost attention and the Local Compliance function must confirm to the whistleblower, where possible (when a reference or channel to communicate with the whistleblower is available), that the Report has been received, no later than seven days from its receipt.

If proof of the Unacceptable Conduct is not sufficient, the whistleblower will be notified.

If Employees or Third Parties believe that a Report has not been considered seriously within their Group Company, they may contact the Head of Compliance of their direct parent company or the "officer". Reports will be accepted in Italian or the local language.

In each country, respective Supervisory Authorities might adopt dedicated whistleblowing channels. The whistleblower may also contact the Supervisory Authorities, above all if he/she believes a Report has not been/will not be considered in the right way within the Group.

However, Employees and Third Parties are requested to use the internal Whistleblowing channels of the FinecoBank Group (both local and at Parent Company level) on a priority basis.

FinecoBank ensures the confidentiality, privacy and protection of data and guarantees that the whistleblower will be protected from any direct or indirect retaliation related to the Report (which, if established, will result in disciplinary proceedings being brought against the person responsible).

If Employees or Third Parties are considered to make a Report in bad faith⁸, this conduct will be taken into serious consideration and may give rise to a disciplinary ruling and/or legal actions against them.

1.5 Investigation

The person/function appointed to carry out the investigation:

□ must ensure the investigation is carried out fairly and impartially. This means that, in accordance with local regulations, each person involved in the investigation may be informed of the statements made and the evidence against them, and be able to defend themselves;

⁷ The Whistleblowing Managerial Forum comprises the Heads of : Compliance, Internal Audit, CRO and HR (if reports refer to Employees), and meets on an event-basis for Serious Reports. Internal Audit is the permanent host of the Forum and does not have voting rights.

⁸ Report in Bad Faith means a report that is false or without grounds, made only for the purpose of damaging or harming one or more Employees or the Group.

- may decide to propose the appointment of Internal Audit or another control function, to carry out appropriate checks/controls⁹;
- may be assisted by technical advisors (such as external legal practices or internal Group specialists), for issues not in its area of responsibility, and may also request the support of all Employees;
- ensures that the investigation is accurate, lasts for a reasonable time and respects the anonymity of the whistleblower and persons involved, including the subject indicated in the report (a natural or legal person referred to in the Report or notified as the person who carried out or was associated with the irregularity).

Group Companies, where permitted by local regulations, must keep the reported party and the whistleblower informed of developments in the investigation.

1.6 Outcome of the investigation and consequent decisions

After the investigation has been completed, the appointed person/function files a report for the Local Compliance Officer (or Head of Internal Audit in the case of a conflict of interest for the Compliance Officer).

The report will be classified as “strictly confidential” in compliance with internal Group provisions on the classification of information.

This report must:

- summarise the investigation procedure and proof obtained;
- state the conclusions reached; and
- provide recommendations and suggest actions to adopt to stop the breaches identified and ensure they do not occur in the future.

Based on the report, the Compliance Officer prepares a proposal (suggesting disciplinary measures or otherwise, as applicable), to submit to all members of the WMF. The final decision is taken by the majority of members with the WMF being entitled to vote. In any case, the Human Resources function has the final decision as to disciplinary measures being taken.

Employees who have committed or been involved in Unacceptable Conduct will not be exonerated from disciplinary proceedings, due solely to the fact that they have disclosed their own or others'

⁹ The Internal Audit function may opt to not accept the appointment, if it does not agree or lacks resources. In this case, the person/function appointed to carry out the investigation, will evaluate whether to raise the issue with competent corporate bodies. If the position is accepted, the Internal Audit function will operate independently, and according to its own approaches and standard procedures, shared with the Head of Compliance.

Unacceptable Conduct, pursuant to this Rule; however this circumstance may be considered in evaluating the disciplinary measure to adopt.

The whistleblower shall be informed of the outcome of the Report within three months from confirmation of its receipt.

Subsidiaries shall send the Parent Company a periodic report containing, as anonymous data, the cases, parameters and trends of Reports received in the reporting period.

Moreover, the Whistleblowing Managerial Forum of each Company monitors main trends, indicators and actions intended to increase knowledge of the process and promote a culture of reporting misconducts.

2 PROTECTION MEASURES PUT IN PLACE BY THE GROUP

2.1 Protection of the Whistleblower, of the witness and of the Concerned Person

Each Group company protects the whistleblower from any form of retaliation, discrimination or penalisation, after having made a Report in good faith.

Any retaliation or discrimination against the whistleblower is prohibited and, if established, may result in disciplinary proceedings being brought against the person responsible.

Employees disclosing Unacceptable Conduct are entitled to request the Company to transfer them to another department and, where necessary, to have independent counselling, in the event of stress resulting from the Report. The Group guarantees these requests when they may be pursued and are justified. Fineco ensures the confidentiality of the personal information of the whistleblower, of the witness and of the Concerned Person (natural or legal person who is referred to in the Report or disclosure as a person to whom the breach is attributed or with which he/she is associated).

The Group guarantees the anonymity of the Concerned Person, except for cases where:

- the whistleblower expresses their consent to report;
- report is required by local legislation (for example, it is necessary to involve the police or the authorities, or if it is essential for the defence of the Concerned Person); or
- report of their identity is necessary to prevent or reduce serious threats to people's health or safety.

Unauthorised report of the whistleblower's identity or information based on which their identity may be inferred is considered a breach of this Rule and penalties will be imposed on anyone violating measures to protect the whistleblower.

Any action taken to unlawfully reveal the identity of the whistleblower is considered a breach of this Policy, subject to disciplinary actions and to penalties imposed by the Authorities.

2.2 Data protection and documents filing

Documentation on the Report is confidential. The documentation shall be filed securely and in compliance with applicable internal Group regulations on the classification and processing of confidential information and in compliance with local regulations.

The documentation will be filed by Compliance and other functions involved in the investigation and may only be accessed by Employees authorised based on their role.

Only information for which filing is mandatory under local or internal Group Company regulations will be kept.

In compliance with local or internal regulations, the whistleblower, the Concerned Person and any witness are entitled to receive confirmation of the existence of proceedings in which their personal data have been processed; they will receive specific information on the purposes and procedures of the processing and may consequently request their personal data to be amended, supplemented, updated or cancelled when no longer necessary for the purposes for which they were collected or otherwise processed.

2.3 Training and communication

Training is an essential aspect for the implementation and adoption of this Policy, and for this reason, the Group undertakes to provide and update mandatory training on whistleblowing for all Employees, to outline the specific procedures to adopt and possible consequences of inappropriate conduct.

The Group is committed to promoting periodic communication and to implementing and adopting this Policy within the entire Group, including Third Parties (for example when formalising business deals and signing agreements with Third Parties, a clause on whistleblowing should be included).

2.4 Head of the Internal Whistleblowing System. Controls and reporting

Each Group Company must appoint a Head of the internal whistleblowing system, assigning him/her responsibility for ensuring and controlling the integrity, independence and effectiveness of the processes and procedures of the Company relative to Reports. He/she has an adequate level of authorisation and independence within the Company and may have access to all information and personal data referred to the Reports received. He/she prepares the Annual Report on the proper functioning of the internal system for whistleblowing containing aggregate information on the outcomes of activities and controls relative to compliance with the principles of confidentiality and ban on retaliation. The Annual Report on Whistleblowing must be approved by the Company Bodies and made available to the personnel of each Company and sent as a copy to the Parent Company Compliance function.