	MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL VENTURE SHIP MANAGEMENT PURSUANT TO D. LGS. 231/2001	Date	28.10.2024

WHISTLEBLOWING

REPORTING MANAGEMENT PROTOCOL

With this protocol, the Company intends to regulate the process of receiving, analyzing and processing Reports, including anonymously, made by persons in top management positions, employees and third parties referred to in letters a) and b) of paragraph 1 of Article 5 Legislative Decree 231 (hereinafter referred to as Whistleblowers), pursuant to paragraphs 2 bis and 2 ter of Article 6 of Legislative Decree 231/2001. T

1. PROTECTION AND PROTECTION OF CONFIDENTIALITY

The Company protects bona fide Whistleblowers (i.e., those who make a report believing that the reported illegal conduct has occurred) against any retaliatory action or direct or indirect prejudicial conduct by reason of the report.

Retaliatory actions refer to:

- dismissal; - suspension; - demotion; 2 - unjustified transfer; - bullying;
- harassment in the workplace; - in general conduct that results in intolerable working conditions.

The SB appointed by the Company, which is the only body in charge of receiving and handling reports, is also required to ensure strict confidentiality of the individuals (Whistleblowers and Whistleblowers) and the facts reported, except in the following cases:


- the report is clearly unfounded and it is followed by disciplinary (and possibly judicial) proceedings against the Whistleblower; - knowledge of the identity of the Whistleblower is indispensable for the evaluation of the Report; - if, following the report, any investigations or proceedings are initiated by judicial authorities.

Violation of the duty of confidentiality, except in the cases of exceptions listed, is a source of disciplinary liability, without prejudice to any further liability provided for by law.

The Whistleblower has the right to obtain information about origin of the report and identity of the Whistleblower only where the Company, after receiving and processing the report the SB, takes disciplinary action against the Whistleblower for the facts alleged in the Report. However, the Whistleblower has obligation, under penalty of disciplinary liability, not to disclose the identity of the Whistleblower and the contents of the report following the initiation of the above proceedings.

2. MANAGEMENT OF REPORTS

2.1 REPORTING CHANNELS

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The Company shall set up the following transmission channels at which Reports can be made and transmitted :

- report via the platform "whistleblowing4you" at link <https://whistleblowing4you.ausind.it/venture/>
- : ODV@venture-shipmanagement.eu
- paper report: to be submitted directly to the Supervisory Board as per the attached template

2.2 CONTENT OF THE REPORT

The report must contain all the elements necessary to ascertain the validity of the facts that are the subject of the communication in order to enable the SB to carry out the necessary checks.

In particular, the report should, if possible, contain the following elements:

- the particulars of the person making the report, with an indication of the position or function carried out within the Company (if different from anonymous reporting); - a clear and complete description of the facts being reported; - if known, the circumstances of time and place in which the reported facts were committed; - if known, the generalities or other elements that make it possible to identify the person who has carried out the reported facts (e.g. qualification or the sector in which he/she carries out the activity); - the indication of any other persons who may report on the facts reported; - any documents that may confirm the correctness of the facts reported; - any other information that may provide useful feedback about the existence of the facts reported.


All Reports received are kept in the records of the SB, and for each of them the SB proceeds to prepare an *ad hoc* report, kept in the records of the SB and accessible only by the SB itself, in order to ensure the confidentiality of the report itself. In any case, all Reports received, even those that do not comply with the above, will be evaluated and verified by the SB according to the procedures set forth in this protocol.

2.3 PRELIMINARY ASSESSMENT OF REPORTS

The SB conducts, within 10 working days after receiving the Report, a preliminary assessment of the content of the Reports.

Once the above is done, the SB can:

A) Filing of Reports where they are manifestly unfounded or in bad faith or of such general content that no verification of the same is possible, or relating to facts already known and the subject of appropriate treatment by the apex bodies or even disciplinary action. The reasons for filing are formalized and filed informatically by means of a special Report, which must then be forwarded to the Board of Directors. In the case of a report with obvious libelous or defamatory content, it will be the Apical Bodies

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of the Company, after analysis of aforementioned SB Report, to consider whether to take disciplinary action against the Whistleblower.

B) Proceed with the necessary investigations if, on the contrary, it considers that the report is not to be filed, preparing the opening of a special file (called "whistleblowing file") and informing the Board of Directors. In the event that the aforementioned report concerns one or more members of the Board of Directors, and is not to be archived on a preliminary basis, only those members who are not the recipients of the Report shall be informed.

2.4 ACCURACIES


The SB proceeds to ascertain the merits or otherwise of the reported facts in the most appropriate manner. Specifically, the SB has the power to request and take useful information from Directors, Senior Executives, each corporate function and each Recipient, as well as from Third Parties themselves, in full autonomy, unquestionability and independence. The requested persons have the duty to report what is known to them about what emerged from the report.

The SB also has the power to request information and data from external consultants in order to acquire specific technical or scientific expertise; the costs incurred for this purpose are borne by the Company.

The SB also enjoys inspection powers through access to all information and all documentary, accounting, computer data etc. In particular, for the purpose of assessing the merits of the reports, it can operate by: - collecting, processing and storing relevant information; - conducting specific reconnaissance; - carrying out targeted checks on certain transactions or specific acts relevant to the purposes always for the evaluation of the report; - coordination with other corporate functions.

In order to carry out its inspection activities, the SB has access, within the limits set by the Privacy legislation (Legislative Decree 196/03 and EU Reg. 2016/679) and the Workers' Statute, to all the Company's documentation it deems relevant as well as to IT and information tools. The SB may make use not only of the help of all the Company's structures, but, under its direct supervision and responsibility, of external consultants with specific professional skills in the field, to carry out the technical operations necessary for the assessment function, who must always report the results of their work to the SB.

All inspections performed must be recorded on special minutes that must be kept by the SB for at least ten years. Upon completion of the assessments: - Should the verification activities conducted in accordance with this protocol reveal unlawful, illegitimate or improper conduct on the part of Company personnel or third parties, the SB will proceed by immediately notifying the BoD by transmitting specific conclusive report. Where liability profiles emerge against one or more members of the BoD, the SB will proceed by immediately notifying the other members not directly involved by transmitting specific concluding report.

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If the verification activities conducted according to this protocol do not reveal any illegal, illegitimate or improper conduct, the SB will proceed with filing of the report, notifying the Board of Directors with an appropriate final report.

3 MINUTES AND PERIODIC REPORTS

3.1 VERBALS

Each report pertaining to the SB's assessment activities contains:

- date of the activity performed; - place of the activity performed; - operations performed; - signature of the SB.

The minutes are kept in accordance with the provisions of Legislative Decree 196/03, EU Reg. 2016/679 and Legislative Decree 101/18.

Each report pertaining to the assessment activity is transmitted to the Board of Directors, which takes the measures required in the report. Said transmission is evidenced by the Board of Directors' signing "for receipt" of the minutes or by sending them to the company's certified e-mail address. If the assessment activity concerns one or more members of the Board of Directors, the relevant minutes must be forwarded to other members who are not recipients of the assessment activity. Said forwarding shall be evidenced by the "receipt" signature of the minutes by the individual members of the Board of Directors or by sending them to the company's certified e-mail address.


3.2 REPORT

On a quarterly basis, the SB prepares a Report indicating the number Reports received in the relevant quarter, received in the previous months but not yet filed in the relevant quarter, filed in the relevant quarter. The Report contains only the status of each Report (e.g., received, open, proposed for filing, filed, under investigation, etc.) and any actions taken (corrective actions and disciplinary measures). The SB proceeds to forward the report of reports quarterly to the BoD. When deemed necessary, the SB promptly informs the BoD in relation to events or information concerning specific reports, in order to promptly share and implement the most appropriate actions to protect the company's assets, while still complying with external and internal reference regulations.

The SB monitors the proper IT management of the handling of reports to verify that:

- all reports received are archived and not unduly deleted or altered;
- back-ups are properly made of the reports received and attached documents to support the assessment and verification activities carried out.

4. DISCIPLINARY MEASURES

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If, from the verification activities conducted in accordance with this protocol, any unlawful, illegitimate or improper conduct of the Company's personnel or third parties emerges, the Company will act promptly to apply the disciplinary system. Without prejudice to the prerogatives proper to the Company's SB for violations of the 231 Model and the Code of Ethics, the SB, throughout the entire process of handling the report, proposes the application of the measures deemed most appropriate, in compliance with current regulations, individual National Collective Labor Agreements and internal rules if reports in bad faith (slandorous or defamatory) or illegal or irregular behavior emerge.

In the case of criminally relevant conduct for which the Company is obliged to file a complaint or with respect to which a lawsuit would be brought, in compliance with the relevant laws, the SB will promptly inform the BoD. If the aforementioned behaviors involve one or more members of the BoD, the SB will promptly inform the other members not directly involved.

5. ARCHIVING AND RECORD KEEPING

All personnel involved in the activities governed by this protocol ensure, each to the extent of their competence, the traceability of data and information and provide for the preservation and archiving of the documentation produced, paper and/or electronic, so as to allow the reconstruction of the different stages of the process itself, the confidentiality and protection of the personal data of the Whistleblower and the Whistleblower. The "whistleblowing files" are filed and stored by the SB in a manner and means that guarantee their security and confidentiality. The original paper and/or electronic documentation shall be kept for at least 10 years.


6. DISSEMINATION, TRANSPOSITION AND PUBLICATION OF THE PROTOCOL

This protocol is published on the Society's website.

THE SB: - sends this protocol to the Board of Directors; - ensures, to the extent of its competence, the dissemination of the protocol to all employees of the Foundation.

7. DATA PROCESSING FOR PRIVACY PURPOSES

The processing of personal data of the persons involved and/or mentioned in the Reports is protected under the current law and the company's privacy procedures. The Data Controller of the processing of personal data pursuant to Article 4, paragraph 7 of Regulation (EU) 2016/679 on the protection of individuals with regard to the processing of personal data and the free movement of such data in the management of Reports is identified in the legal representative of the Company, in relation to which insists the ownership of the relationship(s) to which the data pertain.

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**Annex 1 to the Procedure
WHISTLEBLOWING REPORTING TEMPLATE**

INTERNAL WHISTLEBLOWING REPORTING

(Art. 54-bis, Legislative Decree No. 165/2001, as amended).

To the Supervisory Board

by VENTURE SHIP MANAGEMENT EUROPE S.R.L.

The undersigned:


Born _____ a: _____ County _____ of
 _____ the _____ Resident a:
 _____ Province of _____
 street/square _____ n.
 _____ telephone:
 _____ fax _____ address e-mail:
 _____ code tax: _____

_____ Aware of the responsibilities and the civil and criminal consequences provided for in case of false statements and/or the formation or use of false aphti, also pursuant to Presidential Decree No. 445 of December 28, 2000

DECLARE

For purposes of Article 54-bis of Legislative Decree No. 165/01 as follows:

Data of the reporter
Name
Last name
Tax Code
Service qualification
current
Service assignment
current

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Current service structure Assignment (Role) of service at the time of the reported incident Service/Facility of service at the time of the reported incident Phone Email Fax

If reporting has already been done to other soggetti fill out the following table:

Subject to whom it was carried out the report (e.g. 's Office, Court of Confi, A.N.AC., etc.)	Date of reporting	Status / Outcome of reporting

If the report was not made to other soggetti, specify the motivi why the report was not made to other soggetti:

**DATA E
INFORMAZIONE
ABOUT THE
ILLEGAL
CONDUCT**

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Entity in which the event occurred

Period in which it was verified the fact

Date on which it was verified the fact

Physical place where you the fact occurred

Subject who has committed the act First name, last name, title (multiple names may be entered)

Any subjects private individuals involved

Possible enterprises involved

Ways in which it is learned of the fact


Any other Subjects who can report on the fact (Name, last name, job title, contact information)

Area to which it can be reported the fact

If "other" specify

Service to which it can be reported the fact

Description of the fact

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The conduct is unlawful because

PERSONAL INTERESTS OF THE SIGNALLER In. this field the reporter must declare any personal interests involving him or her in relation to the reported or what is being reported (COMPILATION OPTIONAL)


Preventive notice

This report, as a result of the contents reported, may have to be sent to the Judicial Authority. If this is done, you will be informed that it will be forwarded to the competent Prosecutor's Office; any subsequent additions to this report should be forwarded to the identified judicial authority.


[Place and Date] _____

[Declarant's signature in full, legible]_____

Attached to this statement is:

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- 1) Photostatic copy of the registrant's valid Identity Document.
- 2) Any documentation accompanying the report

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Annex 2 to the Procedure

Informafiva on the processing of personal dafi

Pursuant to articles 13 and 14 of Regulation (EU) 2016/679

Pursuant to Articles 13 and 14 Regulation (EU) 2016/679 (hereinafter, the "Regulation" or "GDPR"), VENTURE SHIP MANAGEMENT EUROPE S.R.L, headquartered in Via Pammatone 2, Genoa, Italy (hereinafter, the "Data Controller") as the data controller, informs the soggetti of employees and external staff (hereinafter, the "Interessafi" or the "Utenfi"), who make reports pursuant to and for the effecti of d. Leg. March 10, 2023, No. 24, transposing EU direftiva 2019/1937, concerning the protection of persons of persons who report violations.

In this informafiva, the purposes and methods of processing the personal dafi of the Utenfi are described and what are the dirifti recognized to them by the Regulations. The processing of the personal data of the Interessafi may be carried out through the ufilization of informational, telemafical and manual tools, with logics strictly related to the purposes for which the data are collected, so as to guarantee their security and confidentiality, in compliance with the indications provided by the EU Regulation, starting with what is indicated in Articles 5 to 11. 1.


1. Categories of personal daphi

VENTURE SHIP MANAGEMENT EUROPE S.R.L will process the personal dafi of Interested parties provided at the time of the report in the manner indicated in the Whistleblowing Reporting Procedure. In parficular:

- i. dafi identificalivi (first name, last name);
- ii. tax code;
- iii. E-mail address through which the report is made;
- iv. Role under which it makes the report.

2. Purpose and legal basis

As part of the management of the whistleblowing procedure, VENTURE SHIP MANAGEMENT EUROPE S.R.L will process your personal dafi, for the fulfillment of the legal obligations fissafi in the regulations contained in Legislative Decree 10 March 2023, n. 24, pursuant to and for the effects of art. 6, lett. c) of the Regulation, volfi to allow the submission of reports inerenfi of unlawful conduct carried out within the scope of operations of VENTURE SHIP MANAGEMENT EUROPE S.R.L or in violation Union law in all areas indicafi by EU direftiva 2019/1937. When there is no obligation to the communication of information to VENTURE SHIP MANAGEMENT EUROPE S.R.L by the Interested Parties, they are duly informed at the time of collection that the provision of the data is facultative and the omission of communication does not result in any substantial consequence or, at most, may result in the impossibility of obtaining what has been requested.

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3. Duration of processing and retention period of dafi


In relation to the purpose for which the data are being collected and processed, they shall be kept for the time necessary for the processing of the report and in any case no longer than 5 years from the date of the communication of the final outcome of the reporting procedure, subject to confidentiality obligations.

4. Categories of subjects to whom personal dafi may be communicated and purposes of the communication

VENTURE SHIP MANAGEMENT EUROPE S.R.L may communicate personal dafi to third parties that it uses to carry out activities related to the management of the whistleblowing system. In particular, your data may be communicated to external companies that offer VENTURE SHIP MANAGEMENT EUROPE S.R.L informational services and to external consultants. These companies will process your personal dafi as Data Processors, pursuant to Article 28 of the GDPR. VENTURE SHIP MANAGEMENT EUROPE S.R.L, moreover, may disclose your dafi to the soggetti to whom the disclosure is due by virtue of legal obligations, once it has verified the merits of the report; in this case, the soggetti in questione will process your dafi as autonomous titolari. In addition, the processing of personal dafi is carried out mainly by employees of the Entity, authorized and instructed to do so, operating under its direct authority who act as Authorized Persons.

5. Dirifti of interestfi

Interested parties have the right, at any time, to obtain confirmation of the existence or non-existence of personal data concerning them and/or to verify the use made of such data by VENTURE SHIP MANAGEMENT EUROPE S.R.L. In addition, the Interested parties have the right to request, in the forms provided for by the law, the rectification of inexact personal data and the integration of incomplete data; in the cases indicated by the EU Regulation, without prejudice to the special rules provided for certain processing, they may also request the deletion of data, once the preservation periods have expired, or the limitation of processing; opposition to processing, for reasons related to their particular situation, is allowed unless there are legal reasons for the continuation of processing. The appropriate application is to be submitted to VENTURE SHIP MANAGEMENT EUROPE S.R.L at the email info@venture-shipmanagement.eu. Interested parties who consider that the processing of personal data referring to them carried out by VENTURE SHIP MANAGEMENT EUROPE S.R.L takes place in violation of the provisions of the EU Regulation have the right to lodge a complaint with the Guarantor for the Protection of Personal Data (National Supervisory Authority), as provided for Article 77 of the Regulation itself, or to take appropriate legal action (Article 79 of the Regulation). Further information regarding the dirifti of Interessafi can be found on the website of the Guarantor for the Protection of Personal Dafi at www.garanteprivacy.it.

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It should be noted that, pursuant Article 13 of Legislative Decree No. 24 of March 10, 2023, the reported person may not exercise the data subject's rights under Articles 15-22 of the GDPR, vis-à-vis the Council, nor may he or she file a complaint with the Guarantor.