

This policy applies to Give Back Beauty Holding S.p.A. and all entities, directly or indirectly, controlled by it (collectively, the “GBB Group”). This policy has been implemented in accordance with Directive (EU) 2019/1937 and the Italian Legislative Decree 24/2023 (the “Whistleblowing Directive”), which incorporates the Directive into Italian law, as well as in accordance with equivalent legislation or other applicable laws in other relevant jurisdictions.

1. Introduction

1.1 This policy (“**Policy**”) sets out the procedures for receiving, handling, and managing reports related to the matters listed in section 3 below.

1.2 The aim of this Policy is to establish the guiding principles and reporting channels—both internal and external—available for submitting reports. It also defines the procedures for managing these reports and outlines the safeguards in place for whistleblowers and any individuals involved or named in the reports.

2. Scope

2.1 This Policy applies to all entities within the GBB Group, including its subsidiaries and affiliates, as well as to Whistleblowers (as defined below) and other individuals entitled to protection, as outlined herein.

2.2 The term “Whistleblower” refers to any individual who, in the context of work-related activities, becomes aware of and reports a violation, including

- Employees of any of the GBB companies
- Workers who perform occasional work services
- Self-employed workers providing services for any of the GBB Group’s companies
- Trainees
- Candidates involved in the selection processes, as long as the information on the reported violation was acquired during the recruitment process or during pre-contractual negotiations
- Members of the administrative, management or supervisory bodies of the GBB Group’s companies
- People working under the supervision and direction of contractors, subcontractors and suppliers of the GBB Group’s companies,

provided that any information or event which is disclosed under this Policy has been acquired in the context of work-related activities.

This Policy also applies to the individuals listed above even if their professional relationship with the GBB Group has ended or has not yet commenced, as long as the reported information was obtained in a work-related context.

2.3 In addition to Whistleblowers, the following parties are also entitled to the same protections:

- Facilitators (i.e. the person, if any, assisting the Whistleblower in the reporting process)
- Individuals operating within the same work environment as the Whistleblower
- Individuals within the organization who share a close emotional or familial bond with the Whistleblower (up to the fourth degree of kinship)
- colleagues who maintain a regular and ongoing working relationship with the Whistleblower
- Legal entities owned by or employing the Whistleblower.

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3. Scope of the Reports

3.1 Under this Policy, Whistleblowers may submit reports in either written or oral form, and may choose to do so anonymously or with their identity disclosed.

3.2 For a report to be considered admissible under this Policy, it must relate to one or more of the following matters:

- “Violations” as defined by the Whistleblowing Directive
- Unlawful conduct relevant under the Italian Legislative Decree 231/2001, or breaches of the organizational and management models adopted by the GBB Group companies, where applicable (to the extent such conduct is not already covered by the categories outlined in the Whistleblowing Directive)
- Additional violations identified by national legislation implementing the Whistleblowing Directive or other applicable laws in the relevant jurisdictions¹
- Acts of retaliation against Whistleblowers or other protected individuals
- Behavior that contravenes the GBB Code of Ethics and Conduct or other internal policies and procedures (including the violations of human or civil rights)
- Any form of harassment or discrimination, including bullying or unequal treatment—unless the Whistleblower explicitly requests that such matters be handled under the applicable anti-harassment policy.

For the sake of clarity, Whistleblowers can use the Platform (as defined below), to submit a written request asking to be contacted, for the purpose of submitting an oral report.

3.3 Reports may concern an act or fact that has already been taken place or that, according to the Whistleblower, could be carried out. They may also relate to behaviors aimed at concealing such violations.

3.4 Reports cannot concern complaints of a personal nature by the Whistleblower or claims/requests that fall under the labor relationship regulations or relations with hierarchical superiors or colleagues, for which appropriate regulations must be referred to, unless they also constitute the elements of a behavior relevant under Legislative Decree No. 231/2001 or the Whistleblowing Directive. Furthermore, reports related to national security and defense, as well as those concerning violations already regulated mandatorily in certain special sectors, which are subject to specific reporting regulations, are also excluded from the scope of application of this Policy.

¹ Such being, for EU countries (other than Italy):

France Information relating to a crime, misdemeanour, a threat or harm to the general interest, a violation or an attempt to conceal a violation of an international commitment duly ratified or approved by France, of a unilateral act of an international organisation taken based on such a commitment, of European Union law, or of a law or regulation

Germany Violations that are punishable by law, violations that are subject to a fine if the violated regulation serves to protect life, limb or health or to protect the rights of employees or their representative bodies

Spain actions or omissions that may constitute a serious or very serious criminal or administrative infraction, all serious or very serious criminal or administrative infractions that imply economic loss for the Public Treasury and Social Security

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4. Content of the Reports

4.1 Reports should be supported by clear, well-documented, and substantiated information to assist the designated Manager(s) (as defined below) in assessing their admissibility and determining whether they are sufficiently grounded.

4.2 At a minimum, reports should include a detailed account of the events, specifying the time and location of the occurrence, along with personal details or other elements that may help identify the individuals involved.

4.3 To further support the report, the Whistleblower may attach relevant documents, pictures, audio files or any other form of evidence.

4.4 Internal reports should preferably include the Whistleblower’s identifying information and contact details. Anonymous internal reports are also permitted and will be handled with the same level of attention as non-anonymous ones, subject to the inherent limitations associated with anonymity.

5. Reporting channels

Internal reporting

5.1 The GBB Group has established an internal reporting channel via the Your Voice platform (accessible at <https://yourvoice.hibob.com/consult/-xzfHZze55>) (the “Platform”). This system ensures the confidentiality of the Whistleblower’s identity, the reported facts, any individuals mentioned in the report, and all supporting documentation.

5.2 If any director, officer or employee within the GBB Group receives a report (whether in writing or orally) that falls within the scope of this Policy, they must upload it to the Platform within five days of receipt. They are required to maintain strict confidentiality regarding the report, the identity of the Whistleblower, and any other individuals involved, and must inform the Whistleblower that the report has been entered into the Platform.

5.3 All reports submitted through the Platform are managed by the GBB Group General Counsel, the GBB Group Chief People and Culture Officer or to the chairman of the supervisory board (*organismo di vigilanza*), for the companies of the GBB which have adopted the organizational model required under the Italian legislative Decree 231/2001 (the person managing the reports pursuant to this article 5.3, the “Manager”). The GBB Group CEO will be informed.

5.4 For the sake of clarity, if a report concerns the GBB Group General Counsel, the GBB Group Chief People and Culture Officer, any other Manager or the GBB Group CEO, the report shall instead be handled by an alternative person, to ensure independence and impartiality. Such person may be one of the non-conflicted Managers or any other person appointed by the Chairman of the board of directors or the board of directors of Give Back Beauty Holding S.p.A.. In such circumstances, the individual concerned shall not be informed of the report until appropriate safeguards and protective measures have been implemented to ensure the integrity of the review process and the protection of the reporting person.

5.5 Upon receiving a report, the Manager will acknowledge its receipt to the Whistleblower within seven calendar days and may request additional information or documentation to support the report.

5.6 The Manager will conduct a preliminary review to determine whether the report falls within the scope of this Policy.

5.7 If the report is deemed non-admissible, the Manager will notify the Whistleblower accordingly and will close the file.

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5.8 If the report is considered admissible, the Manager will initiate an investigation to verify the reported facts. The Manager may seek support from relevant GBB Group departments or external consultants, while continuing to uphold confidentiality and protective measures for the Whistleblower and the other persons qualifying to benefit from protection.

5.9 Within three months of receiving the report, the Manager will provide the Whistleblower with written feedback on the outcome of the investigation. Upon conclusion, the Manager will prepare a summary outlining the investigative steps taken and the findings, including any disciplinary actions or corrective measures to be implemented. This summary will remain confidential, though it may be disclosed to authorities upon request or if necessary.

5.10 For the GBB Group entities operating in Italy, where reports are deemed relevant under Legislative Decree 231/2001 or related to breaches of the organizational model required under the Italian legislative Decree 231/2001, the Manager—beyond sharing the assessment outcome as outlined in this Policy—must also keep the supervisory board (*organismo di vigilanza*) informed of the progress and results of the investigations.

5.11 The report, the related documentation, including investigation records and any resulting actions, and the final summary will be securely stored in a dedicated archive for five years—or ten years in the case of the GBB entity located in Spain.

External reporting

5.11 In accordance with the Whistleblowing Directive and the relevant EU national implementing legislation, reports concerning potential illegal behaviors in the member states of the European Union or identified by Whistleblowers within the EU may also be reported to external authorities. A non – exhaustive list of these channels is provided in Exhibit 1.

5.12 Whistleblowers may choose to report through external authorities under the following circumstances:

- No internal reporting channel exists within the Whistleblower’s work environment
- Although mandatory, the internal reporting channel is not operational, or does not comply with the standards set forth in the Whistleblowing Decree
- An internal report has already been submitted but has not received follow-up
- The Whistleblower has reasonable grounds to believe that an internal report would not be properly addressed or that submitting it could expose them to retaliation
- The Whistleblower reasonably believes that the reported violations may represent an imminent or clear threat to the public interest.

For GBB entities based in France and Spain, reports may be submitted directly to external reporting channels without the prerequisite of having first filed an internal report.

6. Protective and supporting measures

6.1 Throughout the entire reporting management process, strict confidentiality is guaranteed regarding the identity of the Whistleblower, the individual(s) being reported, any other persons mentioned in the report, and the content of the report itself. Confidentiality is also ensured for the identity of the facilitator as well as the nature of the support provided.

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6.2 Personal data concerning the Whistleblower, the individual involved, and any other persons interviewed during the investigation initiated by the Manager(s)—collected as part of the report handling process—will be processed in accordance with applicable data protection laws.

6.3 No kind of threat, retaliatory measure, sanction or discrimination against the Whistleblower or the other “protected persons” will be tolerated.

6.4 No protective measure will be applicable in case of made false and ungrounded reports made in bad faith, with the intention of defaming or causing harm or prejudice to the person involved or to other persons mentioned in the Report. In such cases, GBB will take the adequate disciplinary and/or legal measures to protect its rights and the people harmed by such reports. The disciplinary process, including the investigation, shall be fair, impartial and transparent. Based on the conclusions, the GBB Group will take appropriate actions, may cooperate with authorities and may commence, where appropriate, legal action against employees found guilty of inappropriate behavior covered by the Policy.

6.5 For the sake of clarity, Whistleblowers are not required to prove that the reported facts are true. Protection applies where the Whistleblower had reasonable grounds to believe that the information reported was accurate at the time of reporting.

7. Ask for guidance

Anyone who is facing a situation where the right decision is not clear, or has any questions, comments or concerns, shall contact the GBB Group General Counsel for guidance.

8. Training

8.1 As part of staff training programmes, training sessions on the topics covered by this Policy must be provided, to be delivered either through face-to-face training sessions or, alternatively, by using e-learning technologies.

8.2 The training programmes and attendance reports for these training sessions must be kept.

9. Policy updates and disclosure

9.1 This Policy is approved by the CEO of the GBB Group and will be reviewed at least annually to ensure that it is appropriate, adequate and effective.

9.2 This Policy (and any updated thereof) shall be published on the GBB’s corporate website and on the intranet. Adequate information regarding this Policy and the Platform shall be given to all employees, officers and directors of each entity of the GBB Group.

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Exhibit 1 – Non exhaustive list of competent authorities with regard to Whistleblowing in the relevant countries (including Italy)

| Country | Violations |
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| EU | <p>European Anti-Fraud Office (OLAF) for indications of suspected fraud or other serious irregularities with a potentially negative impact on EU funds</p> <p>European Securities and Markets Authority (ESMA) for reports within the securities sector</p> <p>European Court of Auditors</p> |
| France | <p>Defender of Rights (Défenseur des droits) The Defender of rights (Défenseur des droits) will advise and direct whistleblowers to the competent authority.</p> <p>Non exhaustive list of additional reporting channels provided for by the decree no. 2022-1284 of 3 October 2022 by areas of jurisdiction. For the full list of reporting channels, please refer to the decree no. 2022-1284 of 3 October 2022.</p> <p>PUBLIC PROCUREMENT, COMPETITION AND CONSUMPTION, AND PUBLIC FINANCE AND FINANCIAL MARKETS</p> <ul style="list-style-type: none"> • French Anti-Corruption Agency (Agence française anticorruption – AFA) • Competition Authority (Autorité de la concurrence) • General Directorate for Competition, Consumer Affairs and Fraud Prevention (Direction générale de la concurrence, de la consommation et de la répression des fraudes – DGCCRF) • General Directorate of Customs and Indirect Taxes (Direction générale des douanes et droits indirects – DGDDI) • General Directorate of Public Finance (Direction générale des finances publiques – DGFIP) • Prudential Supervisory And Resolution Authority (Autorité de contrôle prudentiel et de résolution – ACPR) • Financial Markets Authority (Autorité des marchés financiers – AMF) • French National Bank (Banque de France) <p>ENVIRONMENT</p> <ul style="list-style-type: none"> • National Agency for Food, Environmental and Occupational Health Safety (Agence nationale de sécurité sanitaire, de l'alimentation, de l'environnement et du travail – ANSES) • General Inspectorate for the Environment and Sustainable Development (Inspection générale de l'environnement et du développement durable – IGEDD) • General Directorate of Maritime Affairs, Fisheries and Aquaculture (Direction générale des affaires maritimes, de la pêche et de l'aquaculture – DGAMPA) <p>HEALTH</p> <ul style="list-style-type: none"> • National Public Health Agency (Santé publique France – SPF) https://www.santepubliquefrance.fr/ • National Agency for Food, Environmental and Occupational Health Safety (Agence nationale de sécurité sanitaire, de l'alimentation, de l'environnement et du travail – ANSES) |

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| | <ul style="list-style-type: none"> • National Authority for Health (Haute autorité de santé – HAS) • General Inspectorate of Social Affairs (Inspection générale des affaires sociales – IGAS) <p>INFORMATION AND DIGITAL TECHNOLOGY</p> <ul style="list-style-type: none"> • National Cybersecurity Agency (Agence nationale de la sécurité des systèmes d’information – ANSSI) • National Data Protection Authority (Commission nationale de l’informatique et des libertés – CNIL) <p>RIGHTS AND FREEDOMS – DISCRIMINATION</p> <ul style="list-style-type: none"> • Defender of Rights (Défenseur des droits) <p>WORK, EMPLOYMENT, TRAINING</p> <ul style="list-style-type: none"> • General Delegation for Employment and Vocational Training (Délégation générale à l’emploi et à la formation professionnelle – DGEFP) • General Directorate of Labour (Direction générale du travail – DGT) |
| Germany | <p>Zentrale Meldestelle beim Bundesamt für Justiz (BfJ) für alle übrigen Hinweise Meldestelle des Bundeskartellamts für Hinweise auf Kartellverstöße Meldestelle der Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) für Hinweise innerhalb des Finanzsektors</p> |
| Italy | <p>https://www.anticorruzione.it/ (Anac) Bank of Italy (Banca d’Italia) Supervisory authority for the investor’s protection (Commissione Nazionale per le Società e la Borsa – CONSOB) https://www.garanteprivacy.it/ (data protection)</p> |
| Spain | <p>Andalusia: https://buzon.antifraudeandalucia.es & www.antifraudeandalucia.es Valencia: Agencia Valenciana Antifrau / the report can be made at https://bustiadenuncies.antifraucv.es/#/ Catalunya: Oficina Antifrau de Catalunya Spain nationwide: National Anti-Fraud Coordination Service</p> <p>Non exhaustive list of additional reporting channels Public Prosecutor’s Office against Corruption and Organized Crime Supreme command of the Spanish National Police (Dirección General de la Policía) Court of Audit (Tribunal de Cuentas) Ombudsman (Defensor del Pueblo) Competition Law Authorities – CNMC (Competition Law Authorities CNMC) Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) Bureau of Insurance and Pension Funds – DGSFP (Dirección General de Seguros y Fondos de Pensiones)</p> |

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