



WHISTLEBLOWING POLICY

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CONNECTING PEOPLE, TECHNOLOGY,
AND PROCESSES IN A COLLABORATION SQUARE

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Review and approval

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1 SCOPE OF APPLICATION

This Whistleblowing Policy (hereinafter "Policy") applies to TESISQUARE S.p.a. and all its subsidiaries (collectively "TESISQUARE" or the "Companies"). In particular, the recipients of this Policy are:

- top management and members of corporate bodies;
- employees and company collaborators (by way of example only: interns, trainees, temporary workers, etc.);
- business partners, customers, suppliers, consultants, shareholders and, more generally, anyone who is in a relationship of interest with TESISQUARE;

(hereinafter collectively referred to as "Recipients").

TESISQUARE has set up various channels of communication, through which the Recipients can whistleblow any violations of the law, the Code of Ethics or TESISQUARE's policies, as further specified in paragraph 9.1. In particular, TESISQUARE has adopted a whistleblowing platform (hereinafter 'the Portal') that can be accessed by linking to TESISQUARE's corporate website, in the Company section at the following web address: <https://tesisquare.openblow.it/> , which allows for whistleblowing in accordance with this Policy

2 PURPOSE

The objective pursued by this Policy is to remove factors that may hinder or discourage the use of whistleblowing, such as doubts and uncertainties about the procedure to be followed and fears of retaliation or discrimination.

This Policy also aims to regulate the process of receipt, analysis and processing of whistleblowings, whether sent or transmitted by anyone, including anonymously, and describes the communication channels set up by TESISQUARE through which whistleblowings can be made pursuant to this Policy.

3 POLICY

TESISQUARE is committed to acting according to high ethical standards and in full compliance with all applicable laws. All Recipients of this Policy are required to whistleblow potential illegal activities that may violate the law, the Code of Ethics or TESISQUARE policies. The whistleblowing of possible violations is strongly encouraged, to enable TESISQUARE to investigate the substance and take the necessary corrective action. These measures enable TESISQUARE to reduce any risks or harm to the individual employee, colleagues, the company itself or the communities in which it operates.

To this end, anyone wishing to make a whistleblowing may:

- a) in the case of company employees or collaborators, whistleblow directly to their direct supervisor;
- b) in all cases, whistleblow directly, in whatever form, to one of the members of the Whistleblowing Team (as better defined below) who will draw up a record of the report and, after receiving the express consent of the whistleblower by means of a handwritten

- signature, will take charge of the report by entering the details on the TESISQUARE Corporate Reporting Portal;
- c) in all cases, use the Portal accessible via a link to the TESISQUARE corporate website, in the Company section, which allows whistleblowings to be made anonymously or by name.

The whistleblower may of course also use other whistleblowing channels outside TESISQUARE, provided that this is done in accordance with the law.

With reference to the communication channels referred to in points a) and b) above, TESISQUARE implements an "open door" policy for whistleblowing potential violations of the law, the Code of Ethics, the Company's Internal Rules and the policies referred to therein; managers are required to take charge of each whistleblowing and investigate it with discretion and confidentiality, in full respect of any right, expectation or legitimate interest of the whistleblower, keeping the Whistleblowing Team (as defined below) informed of the whistleblowing, the checks being carried out and the outcome of such checks.

In the event that a manager receives a whistleblowing and feels that he/she is not in a position to investigate the matter on his/her own, he/she should contact the Whistleblowing Team (as defined below).

The whistleblowing is taken over by a team composed by a joint team consisting of 4 (four) members, identified as one or more representatives of the Human Resources Department and one or more representatives of the Legal Department (hereinafter the "Whistleblowing Team"), in the manner better specified in paragraph 9 below.

In order to ensure full operational continuity of the channel, compliance with statutory deadlines, and the timely management of each report, the members of the Whistleblowing Team operate in accordance with a principle of full interchangeability. Each member is formally designated as a mutual substitute for the other members of the Team; therefore, in the event of absence, impediment, or potential conflict of interest of one of the referents, the relevant duties and responsibilities shall be deemed automatically and validly assumed by another member of the Team, thereby ensuring continuous oversight of the intake and investigation functions in compliance with applicable legislation

If an employee or collaborator believes in good faith that another TESISQUARE employee or other person acting on behalf of or in the name of TESISQUARE has violated applicable law or the TESISQUARE Code of Ethics or TESISQUARE policies, they have a duty to whistleblow it.

4 WHISTLEBLOWER PROTECTION

The protection of those who whistleblow violations of the law, of the Code of Ethics, of the company's internal rules and of the policies referred to therein is guaranteed by the following means:

- a) Anonymous Whistleblowings: TESISQUARE allows for anonymous whistleblowings. Each whistleblowing is followed up later. The whistleblowing must, however, meet the minimum criteria described in section 9.2. Failure to do so may result in the whistleblowing being

- dismissed. Moreover, in some cases the disclosure of the identity of the whistleblower may be indispensable for the purposes of pursuing the investigation; in such cases, TESISQUARE will inform the whistleblower of this fact, asking for his/her express consent to reveal his/her identity. In the absence of consent, it may not be possible to complete the investigation.
- b) Confidentiality of the whistleblower's identity: TESISQUARE protects the confidentiality of whistleblowers in strict compliance with the law, with particular reference to EU Regulation 679/2016 (hereinafter "GDPR"), even in the event that the whistleblower makes a named and non-anonymous whistleblowing. The identity of the whistleblower and any other information from which the identity of the whistleblower may be inferred are known only to the staff member who receives the whistleblowing and is in charge of following it up. These personnel have been expressly authorised by TESISQUARE to process personal data from whistleblowings in accordance with the GDPR. The identity of the whistleblower may not be disclosed either during the investigation or subsequently, unless the whistleblower gives his or her express consent, including in the context of any disciplinary proceedings against him or her. In some cases, the disclosure of the identity of the whistleblower may be indispensable for the purposes of pursuing the investigation; in such cases, TESISQUARE will notify the whistleblower of this fact, asking for his/her express consent to reveal his/her identity. In the absence of consent, it may not be possible to complete the investigation. Breach of the duty of confidentiality by the personnel in charge of investigating whistleblowings is a source of disciplinary liability, without prejudice to other forms of liability provided for by law.
- c) Prohibition of discriminatory behaviour towards the whistleblower: TESISQUARE does not engage in (and will not tolerate) direct or indirect retaliatory or discriminatory acts against individuals who make a whistleblowing under the Policy, for reasons directly or indirectly related to the whistleblowing.

5 RESPONSIBILITY OF THE WHISTLEBLOWER

Any form of abuse of this Policy, such as whistleblowings that are manifestly groundless, opportunistic and/or made with the sole aim of harming the reported person or other persons, and any other hypothesis of improper use or intentional exploitation of the institution covered by this procedure, may also give rise to liability in disciplinary and other competent fora.

6 PROTECTION OF THE REPORTED PERSON

The whistleblowing is not sufficient to initiate any disciplinary proceedings against the reported person. If, following concrete findings concerning the whistleblowing, it is decided to proceed with the investigation, the reported person may be contacted and given the opportunity to provide any necessary clarification.

7 POLICY UPDATE

This Policy and the Portal will be subject to periodic review by the Whistleblowing Team to ensure constant alignment with the relevant legislation as well as in accordance with the operations and experience gained.

8 SANCTIONS IN THE EVENT OF VIOLATION OF THIS POLICY

Employees who violate this Policy will be subject to disciplinary proceedings consistent with labour regulations, which may also lead to dismissal. For Recipients other than employees, violation of this Policy may result in contractual and non-contractual liability.

9 PROCEDURA DI SEGNALAZIONE

9.1 LA SEGNALAZIONE

As a general rule, TESISQUARE urges Recipients to resolve any disputes, where possible, through dialogue, including informal dialogue, with TESISQUARE personnel and management.

Whistleblowings must be made in a responsible manner and fall under one of the following headings:

- a) infringement of the law;
- b) violation of the Code of Ethics;
- c) violation of the company's internal rules and the policies referred to therein.

Whistleblowings must relate to situations of which the whistleblower has become directly aware by reason of the employment relationship and, therefore, include not only what has been learnt by virtue of the employment relationship, but also any information that has been acquired on the occasion of and/or by reason of the performance of work duties, assignments or other contractual relationships, albeit in a casual manner. Whistleblowings based on mere suspicion or rumours will not be investigated.

In any case, the whistleblowing may not concern grievances of a personal nature of the whistleblower or claims or requests that fall within the discipline of the employment relationship or relations with hierarchical superiors or colleagues (by way of example only: salary requests, complaints about low productivity of colleagues, observations on the performance of one's supervisor, etc.), for which one should instead refer to the Human Resources Department.

Whistleblowings must be made in good faith¹ and must be substantiated with precise information so as to be easily verifiable.

In the event that the whistleblowing concerns facts or circumstances that may have a criminal relevance, the Whistleblowing Team or the manager who has become aware of the facts is required to whistleblow immediately to the relevant internal bodies (e.g., for Italian companies, the Supervisory Body pursuant to Legislative Decree 231/2001 where present).

9.2 CONTENTS OF THE WHISTLEBLOWING

The whistleblower must provide all the necessary elements to enable the Whistleblowing Team to carry out the due and appropriate checks and verifications to confirm the groundness of the facts object of the whistleblowing.

To this end, the whistleblowing should preferably contain the following elements:

- a) the identity and title of the whistleblower, in the case of a named whistleblowing; TESISQUARE will, however, also check anonymous whistleblowings, where the elements referred to in the following points are present;
- b) a clear and complete description of the facts object of the whistleblowing, including, if known, the circumstances of time and place in which they were committed;
- c) personal details or other elements enabling the identification of the person(s) who has/have carried out the facts object of the whistleblowing;
- d) an indication of any other persons who may whistleblow on the facts object of the whistleblowing;
- e) an indication of any documents that may confirm the groundness of these facts;
- f) any other information that may provide useful feedback on the existence of the facts object of the whistleblowing.

However, it is indispensable that these elements are known directly by the whistleblower and are not reported or referred to by others.

9.3 TRANSMISSION OF THE WHISTLEBLOWING

In order to enable the whistleblower to proceed with the whistleblowing in a timely manner, TESISQUARE has made available on its website a dedicated Whistleblowing Portal that can be accessed at the following web address: <https://tesisquare.openblow.it/>

After accessing the Portal, the whistleblower will be guided to fill in a questionnaire consisting of open and/or closed questions that will allow him/her to provide the elements characterising the whistleblowing (facts, temporal context, economic dimensions, etc.).

The whistleblower may or may not provide his or her identity. In any case, the whistleblower may provide his or her personal details at a later stage, again through the Portal.

In order to prevent the identification of the whistleblower, access to the Portal is subject to the “no-log” policy: this means that the company’s IT systems are unable to identify the point of access to the Portal (IP address) even if access is from a computer connected to the company network.

When sending the whistleblowing, the Portal will issue the whistleblower with a unique identification code (ticket). This number, known only to the whistleblower, cannot be recovered in any way in the event of loss. The ticket will be used by the whistleblower to access his/her whistleblowing via the Portal in order to:

- a) monitor its progress;

- b) include further elements to substantiate the whistleblowing;
- c) provide personal details; d) answer any follow-up questions. The Portal makes it possible to establish a virtual dialogue between the whistleblower and the Whistleblowing Team, ensuring, at the whistleblower's request, anonymity.

9.4 MANAGEMENT OF THE WHISTLEBLOWING

Whistleblowings transmitted through the Portal are received by the Whistleblowing Team, which follows up on them in accordance with the principles of impartiality and confidentiality, carrying out any activity deemed appropriate. In particular, whistleblowings are subject to the following procedure:

- a) Preliminary analysis. The Whistleblowing Team undertakes to confirm to the whistleblower that the whistleblowing has actually been taken into account within 7 days. In particular, whistleblowings will be subject to preliminary analysis in order to verify the presence of data and information useful for assessing the groundness of the whistleblowing. In carrying out the above analysis, the Whistleblowing Team may avail itself - for specific aspects dealt with in the whistleblowings and where deemed necessary - of the support of other corporate departments to the extent of its competence and of external professionals, and may request further information and/or documentation from the whistleblower through the Portal. If, at the end of the preliminary analysis phase, it emerges that there are no sufficiently substantiated elements or that the facts referred to are groundless, the whistleblowing will be dismissed with the relevant reasons. Where, on the other hand, at the outcome of the preliminary analysis useful and sufficient elements should emerge or in any case should be inferable to assess the whistleblowing as grounded, the subsequent phase of specific investigations will be initiated.
- b) Specific investigations. The Whistleblowing Team will initiate the specific analysis, using, if deemed appropriate, the relevant structures of the company or experts external to TESISQUARE. At the conclusion of the investigation carried out, the Whistleblowing Team shall present the results for assessment by the Human Resources Department or by any other internal body competent to take initiatives and decisions, depending on the subject of the whistleblowing, so that the most appropriate measures may be taken. The Whistleblowing Team shall handle reports concerning gender-based harassment with priority. The outcome of the investigation must be communicated to the reporting person within 90 days from the date of the report; however, for reports related to gender-based harassment, this deadline for communicating the outcome is reduced to 30 days, unless additional time is required given the complexity of the verification.

The activities described above are not necessarily carried out sequentially.

9.5 RECORD KEEPING AND PRIVACY PROTECTION

In order to ensure the management and traceability of whistleblowings and related activities, the Whistleblowing Team ensures the archiving of all supporting documentation of the whistleblowing for a period of five years from the closure of the whistleblowing.

Any personal and sensitive data contained in the whistleblowing, including those relating to the identity of the whistleblower or other individuals, will be processed in compliance with the GDPR.

¹ The term “good faith” implies that it is not necessary to be certain that what is stated is true. Rather, it means that the whistleblower has reasonable grounds to believe that what he or she says is true and that the whistleblowing is made without any malicious intent.