



GENESPIRE S.R.L.

WHISTLEBLOWING POLICY

PURSUANT TO THE ITALIAN LEGISLATIVE DECREE NO. 24 OF 10 MARCH
2023

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1. REGULATORY FRAMEWORK AND RELEVANT DEFINITIONS

1.1 REGULATORY FRAMEWORK

The Italian Legislative Decree No. 24 of 10 March 2023, “Implementation of the EU Directive No. 2019/1937 of the European Parliament and the Council of 23 October 2019 on the protection of persons reporting breaches of EU law and setting forth provisions on the protection of persons reporting breaches of domestic law”, effective from 30 March 2023, fully governs the instrument of the so-called whistleblowing, providing for the obligation for certain entities (both public and private), including the Company:

- (a) To establish specific internal reporting channels to enable reports in writing, including by electronic means, and orally, via telephone lines or voice messaging systems or, at the request of the reporting person, through a face-to-face meeting;
- (b) To ensure the confidentiality of the identity of the reporting persons, the persons involved and/or mentioned in the report and the related documentation;
- (c) To entrust the management of the reporting channels to an independent internal office or an independent external entity, providing for the use of specifically trained personnel;
- (d) To assess and investigate reports, collecting any additional information necessary and taking all necessary measures, including disciplinary action, against the reported person (if the report proves to be well-founded) or the reporting person (if the report proves to be unfounded due to bad faith or gross negligence);
- (e) Not to take any retaliatory measures against persons who make reports (provided that such reports are not instrumental, made in bad faith or with gross negligence);
- (f) To inform the recipients of this policy in a clear and effective manner, ensuring the widest possible circulation and accessibility of the policy to its employees and also to any other persons (suppliers, consultants, self-employed persons, etc.) who have relationships with the Company, pursuant to Article 3, paragraph 3 of the Italian Legislative Decree No. 24/2023.

The legislator provides for that specific “internal channels” must be established within the entities to which the legislation applies in order to receive reports. The use of these channels is encouraged, as they are closer to the source of the issues being reported. This is without prejudice to the power (and in some cases the duty) to refer the matter to the judicial authorities where the conditions are met.

Finally, the guidelines approved by ANAC, by resolution of 12 July 2023, are also relevant in the context of whistleblowing. They can be easily consulted by accessing the ANAC institutional website, in particular at the section “Consult documents” or via the link:

www.anticorruzione.it/-/del.311.2023.linee.guida.whistleblowing.

1.2 RELEVANT DEFINITIONS

ANAC: refers to the Italian National Anti-Corruption Authority.

ANAC Guidelines: “Guidelines on the protection of persons reporting breaches of EU law and



the protection of persons reporting breaches of domestic law. Procedures for the submission and management of external reports” - ANAC Resolution No. 311 of 12 July 2023.

Anonymous Report: when the identity of the Whistleblower is not known or otherwise identifiable at the Whistleblower’s request.

Decree No. 231: the Italian Legislative Decree No. 231 of 8 June 2001, and subsequent supplements and amendments.

Deputy Report Manager: the person responsible for managing reports in accordance with the provisions of the Italian Legislative Decree No. 24/2023, should the Manager be in a conflict of interest.

Facilitator: an individual who assists the Whistleblower in the Whistleblowing process, operating within the same working environment and whose assistance must remain confidential.

GDPR: the EU Regulation No. 2016/679 on the protection of individuals with regard to the processing of personal data and on the free circulation of such data.

Genespire or the Company: Genespire S.r.l., with registered office in 20123 Milan (MI), via Giacomo Leopardi no. 7.

Information on Violations: information, including well-founded suspicions, concerning violations committed or which, on the basis of material evidence, could be committed in the organisation with which the reporting person has a legal relationship under the terms of this policy, as well as evidence concerning conduct aimed at concealing such violations.

Internal Report: written or oral communication of information on violations, submitted through the internal reporting channels referred to in Section 5 of the Policy.

Ordinary Report: reports referring to conduct, acts or omissions that do not fall within the scope referred to in the Whistleblowing Decree but which nevertheless relate to: (a) a crime or offence, a violation or an attempt to conceal a violation of an international commitment duly ratified or approved by Italy; (b) a violation of a unilateral act of an international organisation adopted on the basis of a duly ratified international commitment.

Privacy Code: the Italian Legislative Decree No. 196 of 30 June 2003, “Personal Data Protection Code, containing provisions for the compliance of the national legal system with the GDPR, relating to the protection of individuals in the processing of personal data, as well as the free circulation of such data and repealing Directive No. 95/46/EC”, and its subsequent supplements and amendments.

Recipients: the persons referred to in paragraph 2 of this Policy.

Report: the reporting of a violation that falls within the scope of Articles 2 and 3 of the Italian Legislative Decree No. 24/2023.

Report Manager or Manager: the person responsible for managing reports in accordance with the provisions of the Italian Legislative Decree No. 24/2023. The Company has identified the Manager as the Supervisory Board appointed pursuant to the Italian Legislative Decree No. 231/01.

Reported Party: the individual or legal entity mentioned in the Whistleblowing as the person



to whom the violation is attributed or as a person involved in the reported violation or for whom a report has been filed with the judicial authorities.

Reporting Channels: the channels made available by Genespire for submitting Reports, ensuring the confidentiality of the Whistleblower's identity.

Retaliation or Retaliatory Measures: any conduct, act or omission, even if only attempted or threatened, carried out as a result of the report, the report to the judicial or accounting authorities or public disclosure, which causes or may cause direct or indirect unfair damage to the reporting person or the person who filed the report.

Violations: the conduct and offences referred to in paragraph 4.2 of this policy.

Whistleblower: the person who makes the Report.

Whistleblowing Decree: the Italian Legislative Decree No. 24 of 10 March 2023, implementing the EU Directive No. 2019/1937 of the European Parliament and the Council of 23 October 2019 on the protection of persons reporting breaches of EU law and setting forth provisions on the protection of persons reporting breaches of domestic law.

Whistleblowing Directive: the EU Directive No. 2019/1937 of the European Parliament and the Council of 23 October 2019 on the protection of persons reporting breaches of EU law.

Whistleblowing Policy or Policy: this policy.

2. RECIPIENTS OF THE WHISTLEBLOWING PROCEDURE

The Whistleblowing Policy is addressed to the Recipients. In particular:

- (a) corporate bodies, as well as holders of formal qualifications (in the direction, management and control of Genespire or any of its organisational units) that fall under the definition of "executives";
- (b) persons holding such offices (of direction, management and control), even if merely *de facto*;
- (c) all Genespire personnel, meaning: (i) employees, including top management; (ii) persons who, even if they are not connected to the Company by an employment relationship, carry out their activities in the interest and on behalf of the Company, under its direction (e.g., independent contractors bound by a fixed-term contract, atypical employees and interns, para-subordinate workers in general); (iii) anyone acting in the name and on behalf of the Company and/or under its direction and supervision;
- (d) external parties who, by virtue of contractual relationships, collaborate with Genespire in the performance of its activities. External parties include, without limitation: self-employed workers; professionals; consultants; suppliers; business partners.

3. GENERAL PRINCIPLES

The Whistleblowing Policy is based on the following fundamental principles: (i) protection against Reports made in bad faith; (ii) protection of the Whistleblower; (iii) protection of the confidentiality of the Report.

Those involved in this Whistleblowing Policy shall operate in compliance with the regulatory and organisational system, internal powers and delegations, and are required to operate in accordance with the law and regulations in force and in compliance with the principles set out



below:

KNOWLEDGE AND AWARENESS

The Whistleblowing Policy is a fundamental element in ensuring full awareness and effective risk management, as well as in guiding changes in strategy and the organisational context.

PROTECTION AGAINST REPORTS MADE IN BAD FAITH

All individuals are required to respect the dignity, honour and reputation of each other. To this end, the Whistleblower is required to declare whether it has a private interest related to the Report. More generally, adequate protection against Reports made in “bad faith” is ensured, such conduct is censured, and it is hereby pointed out that Reports sent for the purpose of causing damage and/or otherwise harm, as well as any other form of abuse, are grounds for disciplinary action and other appropriate measures. In the context of whistleblowing Reports, the reported party enjoys the protections provided for in the Whistleblowing Decree.

IMPARTIALITY, AUTONOMY AND INDEPENDENCE OF JUDGEMENT

All persons who receive, review and assess Reports meet the moral and professional requirements and ensure that the necessary conditions of independence and due objectivity, expertise and diligence are maintained in the performance of their activities.

PROTECTION OF CONFIDENTIALITY

Genespire (and on its behalf, all persons involved in the whistleblowing process) strictly protects the confidentiality of the Information on the Violations, the identity of the Whistleblower and other persons (whether individual or legal entity) connected to it (e.g., Facilitators), as well as the Reported Party, in strict compliance with the provisions of Article 12 of the Whistleblowing Decree and of the legal limits and obligations applicable to the specific case.

4. WHAT CAN BE REPORTED?

4.1 CONTENT OF REPORTS

Reports must be detailed and based on precise and consistent factual elements. Whistleblowers are invited to provide as much information as possible (including all elements useful to enable the persons in charge to carry out the necessary assessments to ascertain the validity of the facts reported), but it is not essential for the reporting person to have sufficient evidence to prove the reported fact.

Without prejudice to the right to anonymity of the Whistleblower, Reports should contain the following elements:

- the personal details of the person submitting the Report, indicating its position or role within the Company or its relationship with the Company (if the report is not anonymous);
- a clear and complete description of the facts that are the subject of the Report (*i.e.*, reported party, subject matter, modalities of the unlawful conduct, periodic or ongoing nature of the Report);
- if known, the circumstances of time and place in which the reported facts were



committed or could be committed;

- if known, the personal details or other information that allows the identification of the person to whom the reported conduct is attributed (e.g., job title, employment relationship, etc.);
- potential witnesses or other evidence (e.g., photographs/screenshots, copies of documents, etc.);
- any other information useful for assessing the existence of the reported facts.

Anonymous Reports may be submitted, but it is pointed out that, if further information is required to assess the reported Violations, anonymity may make it impossible to contact the (anonymous) Whistleblower. If it is not possible to verify the facts independently, the investigation may be closed. In any case, as explained in the relevant paragraph (see below, paragraphs 9.2 and 9.3), the protections provided for by the law (and by the Policy) against retaliatory measures or acts are extended, where the required conditions are met, to anonymous Whistleblowers whose identity has nevertheless become known as a result of the Report.

The Whistleblowing Policy applies to both the management of whistleblowing Reports and the management of ordinary Reports, but the protections provided for in the Whistleblowing Decree will be applicable, under the conditions set out therein, only to the former.

4.2 TYPES OF VIOLATIONS RELEVANT UNDER THE WHISTLEBLOWING DECREE

Pursuant to Articles 2 and 3 of the Whistleblowing Decree for private sector entities, also including Genespire (*i.e.*, entities that have adopted a Model but which, over the last year, have had an average of less than 50 employees on fixed-term or permanent contracts), the violations reported refer to conduct, acts or omissions that harm the public interest or the integrity of the public administration or private entity and consist of unlawful conduct relevant under the Italian Legislative Decree No. 231/01, or violations of the organisational and management models provided for therein.

5. WHERE CAN I SUBMIT A REPORT?

The Recipients of this Whistleblowing Policy may decide whether to submit a Report through the internal channels made available by Genespire.

5.1 INTERNAL REPORTING CHANNELS

Genespire, in accordance with current regulations, provides Recipients with the following channels for internal reports:

A) REPORTING BY REGISTERED MAIL

Reports can be sent by registered mail to the Company's registered office (Via Borgogna n. 5, 20122 Milan (MI)), for the attention of the designated Report Manager.

In order to ensure the confidentiality of the whistleblower's identity and the separation of identifying data from the content of the report, Genespire adopts a two-envelope system. Specifically, the report must be prepared by placing:



- (i) in a first internal envelope, without any distinctive marks, the content of the report and any attachments, without any reference to the personal data of the Whistleblower;
- (ii) in a second separate, sealed inner envelope, the whistleblower's identifying details and contact details for any discussions.

Both internal envelopes are then placed in an external envelope addressed to the Report Manager. In order that confidentiality is ensured, the report must be placed in a sealed envelope marked "confidential/personal" on the outside.

Reports will be delivered to the VP Finance & HR department, which will then forward them (without opening the envelopes) to the Reports Manager (or to the Deputy Report Manager, if the Reports Manager has a conflict of interest).

B) FACE-TO-FACE MEETING WITHIN A REASONABLE TIME FRAME

It is also possible to make a Report by meeting in person with the Report Manager, to be arranged within a reasonable time frame. Such a request must be made in general and non-specific terms, without any reference to the facts covered by the Report, the individuals involved, or other information relating to the content of the Report Manager and must be limited to expressing the desire to arrange a personal meeting.

The meeting must be requested by sending an email to the Report Manager's email address: odv@genespire.com. If the Report Manager has a conflict of interest, the meeting must be requested from the Deputy Report Manager via email: emanuela.balzo@genespire.com.

The Report Manager and the Deputy Report Manager must be aware that, if they receive a request for a meeting via email, they must not under any circumstances request, solicit, or acquire further information via email or other remote communication tools, nor use these channels to receive the report, even indirectly.

In response to the request, the Report Manager or the Deputy Report Manager must limit themselves to responding in a timely manner, confirming their availability for the meeting and indicating only the essential organizational details (date, time, and place of the meeting), avoiding any further discussion of the merits of the Report.

The Report must be formalized exclusively during the face-to-face meeting, in accordance with the procedures set out in this Procedure, in order to guarantee the confidentiality of the Reporter, the security of personal data processing, and the full compliance of the whistleblowing system with current regulations and ANAC Guidelines.

5.2 REPORTS SENT THROUGH CHANNELS AND/OR NON-COMPETENT PARTIES

Any reports received outside the above channels and/or by persons other than those competent to examine them will be forwarded to the Report Manager within seven days of receipt, informing the Whistleblower at the same time as well.

5.3 REPORTING TO THE JUDICIAL AUTHORITIES

The Whistleblowing Decree, in accordance with the previous regulations, provides for that protected persons may, in any case, refer to the judicial authority to report illegal conduct of which they have become aware in a public or private work context relevant to the application of the Italian Legislative Decree No. 24/2023.

It is pointed out that if the Whistleblower is a public official or public service employee, even if it has submitted a report through the internal or external channels provided for in the decree, this does not exclude the obligation – pursuant to the combined provisions of Article 331 of the Italian Criminal Procedure Code and Articles 361 and 362 of the Italian Criminal Code – to report criminally relevant facts and circumstances of damage to public funds to the competent judicial authority.

6. HOW ARE INTERNAL REPORTS MANAGED?

6.1 REPORT MANAGER

Genespire deems that the Supervisory Board (“**SB**”), appointed pursuant to Decree NO. 231, constitutes the responsible board for managing the reporting process (the “**Report Manager**” or “**Manager**”).

The assessments and investigations following receipt of a report are carried out by the Manager with the possible support of the company bodies involved in the report and/or external consultants, extending to them the obligation to protect the confidentiality of the Whistleblower, the Reported Party and the Information on the Violations.

If the outcome of the assessments carried out confirms the validity of the Report, disciplinary proceedings may be brought against the Reported Party in accordance with the law, any applicable collective bargaining agreements and 231 Model.

6.2 REPORT MANAGEMENT PROCESS

More specifically, the report management process is structured as follows.

- **PHASE 1 – INITIATION OF THE INVESTIGATION:** the Report management process is initiated when the Manager becomes aware of the Report through the above-mentioned channels.

Upon receipt, and in any case **within seven days of the date of receipt**, the Manager shall:

- assess any conflicts of interest that could jeopardise the independence and impartiality in managing the Report;
- issue a notice of receipt of the Report to the Whistleblower within seven days of receipt.

If there is a conflict of interest, the Manager will be excluded from the Report management, which will be carried out by the Deputy Report Manager, again in accordance with this Policy.

- **PHASE 2 – PRELIMINARY ASSESSMENT:** following Phase 1, the Manager carries out an initial assessment of whether the Report falls within the scope of the Whistleblowing Decree. Based on the outcome, the Manager may decide to:
 - ask the Whistleblower for further information/additional details, especially if the reported facts are not sufficiently detailed to assess their relevance under the



Whistleblowing Decree; or

- close the case:
 - if a Report is not relevant under the Whistleblowing Decree; if relevant to other issues concerning the Company's activities, it informs the competent persons of the areas involved;
 - due to manifest groundlessness/absence of elements suitable to justify investigations;
 - if it ascertains that the content of the Report is too general to allow for an understanding of the facts and/or the documentation is not appropriate.
- proceed with the assessment of the merits in the presence of a Report that is relevant under the Whistleblowing Decree.

In any case, pursuant to Article 5, paragraph 1, letter d) of the Italian Legislative Decree No. 24/2023, the Manager shall provide **feedback on the Report** directly to the Whistleblower **within three months of the date of acknowledgement of receipt**.

In the absence of such acknowledgement, the relevant response shall be sent to the Whistleblower within three months of the expiry of the seven-day period from the submission of the Report.

- **PHASE 3 – ASSESSMENT OF THE MERITS:** following Phase 2, once the Manager has assessed the relevance of the Report to the Whistleblowing Decree, it shall proceed as follows:
 - with the investigation and analysis of the merits, including through the support of the relevant company departments and/or with the assistance of consultants in accordance with the principles of impartiality and confidentiality (in accordance with the provisions of Article 12 of the Whistleblowing Decree), as well as with any activity deemed appropriate (including from a cost-benefit perspective), including hearing the Whistleblower and/or any other persons who may report on the facts reported. As to the Reported Party, however, communication regarding the initiation and outcome of the investigation shall only take place if it is necessary to take specific measures against it and, in any case, in compliance with the Workers' Statute and the relevant National Collective Bargaining Agreement, or for investigation purposes. Pursuant to Article 12, paragraph 9 of the Whistleblowing Decree, the Reported Party may be heard, or, at its request, shall be heard, including through written proceedings (*i.e.* acquisition of written remarks and documents);
 - to formalise the results of the investigations carried out in a specific document **within three months of the date of acknowledgement of receipt** (or, failing such, within three months of the expiry of the seven-day period from the date of submission of the Report). This document shall include, without limitation, the following elements:
 - the details of the Report;
 - the assessments carried out, their results and any third parties (internal and/or

- external to the Company) involved in carrying them out;
- a summary assessment with specification of the unlawful conduct ascertained or not ascertained and the related assessments.
 - to provide feedback to the Whistleblower within the above deadlines.
- **PHASE 4 – CONCLUSION OF THE INVESTIGATION:** once Phase 3 has been completed, the Manager shall notify the outcome, by means of a written report detailing the activities carried out, to the Board of Directors:
 - in the event of a negative outcome, closing the investigation;
 - in the event of a positive outcome, suggesting the application of disciplinary sanctions and/or actions against third parties to the organisation, if necessary.
 - **PHASE 5 – MONITORING AND FOLLOW-UP ACTIONS:** if Phase 4 requires corrective actions on the internal control system, it is the responsibility of the management of the areas/processes under review to draw up a plan to remove the critical issues identified. The Manager keeps records of all Reports received, specifying, without limitation, the following elements: *(i)* type of Report received (*i.e.*, administrative irregularities, fraud, corruption, etc.); *(ii)* Reported Party and Whistleblower; *(iii)* date of receipt and assessment of the Report; *(iv)* preliminary assessment and related reasons.

The documentation relating to Reports, prepared and/or received during the process of managing them, is strictly confidential. This documentation is filed and stored in accordance with current regulations by the Report Manager.

Reports and related documentation are kept for the time necessary to process the Report and in any case for no longer than 5 years from the notification date of the final outcome of the Report, in compliance with the confidentiality obligations set out in Article 12 of the Whistleblowing Decree and the principle set out in Articles 5(1)(e) of the GDPR and 3, paragraph 1, letter e) of the Privacy Code, without prejudice to longer retention periods determined by requests/orders from the Authorities or by the defence of Genespire’s rights in court.

7. CONFLICT OF INTEREST

If the Report involves, even indirectly (*e.g.*, as a witness to the facts), the Report Manager, thereby jeopardising the independence and impartiality in managing the Report, the person in conflict will be relieved of the task of managing the Report.

Some examples of conflicts of interest:

- the Manager is the alleged perpetrator of the violation;
- the Manager has a potential interest related to the Report that could jeopardise the impartiality and independence of judgement;
- the Manager is a witness to the facts included in the Report.



Once a conflict of interest has been identified, even if only potential, the person in conflict is excluded from any information relevant to the Report and is prohibited from managing and/or influencing the Report in any manner.

The Deputy Report Manager¹ shall manage the Report, replacing the Report Manager and complying with the instructions set out in this Policy.

8. CONFIDENTIALITY OBLIGATION

Reports (and the information contained therein) may not be used for purposes other than those necessary to address them adequately.

The identity of the reporting person and any other information from which that identity may be inferred, directly or indirectly, may not be disclosed, without the express consent of the reporting person, to persons other than those competent to receive or manage reports, expressly authorised to process such data in accordance with Articles 29 and 32, paragraph 4, of the GDPR and Article 2-*quaterdecies* of the Privacy Code.

The Company shall adopt the same protection measures provided to ensure the privacy of the reporting person also for the alleged perpetrator of the violation, without prejudice to any further form of liability provided for by law that requires to disclose the name of the reported person (e.g. requests from the judicial authority, etc.).

In the context of disciplinary proceedings:

- the identity of the reporting person may not be disclosed if the disciplinary charge is based on separate and additional investigations to the report, even if consequential to it.
- if the charge is based, in whole or in part, on the report and knowledge of the identity of the reporting person is essential for the defence of the accused party, the report may be used for the purposes of the disciplinary proceedings only with the express consent of the reporting person to the disclosure of its identity.
- in the latter case, the reporting person shall be notified in writing of the reasons for the disclosure of confidential data when the disclosure of the identity of the reporting person and/or the information from which it can be inferred is also essential for the defence of the person involved.

The Report Manager shall also protect the identity of the Reported Party and the persons mentioned in the report until the conclusion of the proceedings initiated as a result of the report, in accordance with the same protections provided for the Whistleblower (see below, Section 9).

9. PROTECTION OF THE WHISTLEBLOWER AND RELATED PERSONS

¹ As of the date of adoption of this Procedure, the Deputy Report Manager function is held by the Company's VP Finance & HR function.

9.1 CONFIDENTIALITY OF THE WHISTLEBLOWER

In order to encourage the reporting of any illegal activities, the Company ensures the confidentiality of the Whistleblower, also with a view to protecting it from any internal retaliation or discriminatory acts.

In particular, the Company ensures that the identity of the Whistleblower may not be revealed without its express consent and that all parties involved in the management of the Report are required to protect its confidentiality, with the exception of the following circumstances:

- if the Whistleblower is liable for slander or defamation under the provisions of the Italian Criminal Code;
- the Whistleblower incurs civil liability pursuant to Article 2043 of the Italian Civil Code;
- in cases where anonymity is not enforceable by law.

Violation of the confidentiality obligation is grounds for disciplinary action, without prejudice to any other form of liability provided for by law.

9.2 PROHIBITION OF RETALIATION

The Whistleblowing Decree provides for the protection of the Whistleblower by prohibiting retaliation, defined as *“any conduct, act or omission, even if only attempted or threatened, carried out as a result of the report, the report to the judicial authority or public disclosure, which causes or may cause the reporting party or the person who submitted the report, directly or indirectly, unfair damage”*. This is therefore a broad definition of the concept of retaliation, which may consist of acts or measures, conduct or omissions that occur in the workplace and cause harm to the persons protected. Retaliation may also be *“only attempted or threatened”*.

The following is a non-exhaustive list of retaliatory measures:

- dismissal, suspension or equivalent measures;
- demotion or failure to promote;
- change of duties, change of place/time of work, reduction in salary;
- suspension of training or any restriction on access to it;
- demerit notes or negative references;
- adoption of disciplinary measures or other sanctions, including fines;
- coercion, intimidation, harassment or ostracism;
- discrimination or unfavourable treatment;
- failure to convert a fixed-term employment contract into a permanent employment contract, where the worker had a reasonable expectation of such conversion;
- failure to renew or early termination of a fixed-term employment contract;
- damage, including damage to the person’s reputation, particularly on social media, or economic or financial prejudice, including loss of economic opportunities and loss of income;
- early termination or cancellation of a contract for the supply of goods or services;

- cancellation of a licence or permit;
- inclusion in blacklists on the basis of a formal or informal sectoral or industrial agreement, which may result in the impossibility of finding employment in the future;
- request for psychiatric or medical examinations.

9.3 CONDITIONS FOR BENEFITING FROM PROTECTION MEASURES

The application of the protection against retaliation provided for in the decree is subject to certain conditions and requirements:

- (a) the person has reported or denounced on the basis of a reasonable belief that the information on the violations is true and falls within the scope of the Whistleblowing Decree;
- (b) the Report was made in accordance with the provisions of the Whistleblowing Decree and this Policy.
- (c) there must be a causal link between the Report and the report filed with the judicial authority and the Retaliatory Measures suffered.

The certainty of the facts and the personal motives that led the person to report or file a report are irrelevant. If the above conditions are not met, the Reports and reports to the judicial authority do not fall within the scope of the whistleblowing regulations and therefore the protection provided will not apply.

The protection provided in the event of retaliation does not apply in the event of a judgement, even if not final, against the Whistleblower in the first instance, of criminal liability for the offences of slander or defamation or, in any case, for the same offences committed with the report, or of civil liability for having reported false information intentionally with wilful misconduct or negligence. If such liability is ascertained, the Whistleblower and reporting person shall also be subject to disciplinary sanctions.

As a result of the protective measures provided for in Articles 17 *et seq.* of the Whistleblowing Decree, reporting persons who have complied with the rules governing the reporting of violations and who meet the conditions, including subjective good faith, provided for therein, may not suffer any Retaliation as a result of having submitted the Report.

9.4 ADDITIONAL PERSONS TO WHOM THE PROTECTION MEASURES ARE EXTENDED

The protective measures provided for in the Whistleblowing Decree also apply to:

- Facilitators who have assisted the Whistleblower in the reporting process;
- to persons in the same working environment as the Whistleblower or the person who has filed a report with the judicial or accounting authorities and who are linked to them by a stable emotional bond/kinship within the fourth degree;
- to colleagues of the Whistleblower or the person who has filed a report with the judicial or accounting authorities, who work in the same workplace and who have a regular and ongoing relationship with them;

- entities owned by the whistleblower (or the person who filed the report) or for which they work, as well as entities operating in the same working environment as the Whistleblower.

9.5 CONTENT OF PROTECTION MEASURES

With specific reference to the content of the protection, Articles 17 *et seq.* of the Whistleblowing Decree provide that:

- (a) in the context of judicial or administrative proceedings or, in any case, out-of-court disputes concerning the ascertainment of conduct, acts or omissions prohibited under this article against the reporting party (and/or other persons connected to it, whom the protection applies), it is assumed that they were carried out due to the Rand/or report to the judicial or accounting authority. The burden of proving that such conduct or acts are grounded by external reasons lies with those who carried them out.
- (b) In the event of a claim for compensation filed with the judicial authority by Whistleblowers (and/or other persons subject to the protection measures), if they can prove that they have submitted a report or filed a report with the judicial or accounting authority in accordance with the Whistleblowing Decree and that they have suffered damage, it shall be assumed, unless proven otherwise, that the damage is a consequence of the Report or report filed with the authority.
- (c) Waivers and settlements, in whole or in part, concerning the rights and protections provided for in the Whistleblowing Decree are not valid unless they are made in the forms and manner set out in Article 2113, paragraph 4, of the Italian Civil Code.

Any retaliatory measures or acts suffered by reporting persons (and/or other persons connected to them whom the protection applies) may be reported by the persons concerned to ANAC (*i.e.* Italian National Anti-Corruption Authority), which, if it finds them to be true, may apply the sanctions provided for in Article 21 of the Whistleblowing Decree.

10. NOTIFICATION OF RESULTS AND REPORTING

The overall results of the management of Reports, including any assessments and sanctions adopted, are shared by the Manager as part of the periodic reporting required by 231 Model or on other occasions where appropriate and requested by the administrative body.

In particular, the Manager provides the Company's administrative body (annually, or at other times as defined by the latter) with a specific summary report of the reports received, containing the results of the analyses, including the adoption (or non-adoption) of disciplinary measures by the Company.

11. DATA PROCESSING

As part of the process described in the Policy, the Company may process any personal data relating to both the reporting person – unless the Report is anonymous (see above, paragraph 4.1) – and any other individuals involved and mentioned in the Report (*e.g.* Reported Party). Furthermore, if, following the investigations resulting from the Report, the unlawful conduct is



proved, the personal data collected may also be processed for the defence of a right in court by the Company.

The source from which any personal data will be collected is the Whistleblower.

The Company may process the following categories of personal data:

- (a) so-called common data (e.g. name, surname, contact details, etc.) relating to the Whistleblower and the persons mentioned in the Report;
- (b) any other information, qualifying as personal data, that the Whistleblower may decide to share with the Company in order to better describe in detail the Report (such data may also include special categories of personal data or data relating to criminal convictions and offences).

The processing of personal data is lawful pursuant to Articles 6(1)(c), 9(2)(b) and 10 of the GDPR (Italian Legislative Decree No. 24/2023 and EU Directive No. 2019/1937 of the European Parliament and the Council of 23 October 2019).

If the personal data collected as part of the Report is processed to ascertain, enforce or defend a right in court, the processing is lawful pursuant to Articles 6(1)(f) and 9(2)(f) of GDPR and 2-*octies*, paragraph 3, of the Privacy Code.

Personal data that is clearly not useful for the processing of a specific Report will not be collected or, if collected accidentally, will be deleted immediately.

The processing is carried out by the Company, through persons within the Data Controller's organisation who are specifically authorised and trained to carry out the processing activities described in this Policy, as well as by persons outside the Company who, on behalf of the Company, perform various services and belong to the categories specified below.

The data may be disclosed to the following categories of recipients:

- data processors, pursuant to Article 28 of GDPR, appointed from time to time;
- Supervisory Board, pursuant to the Italian Legislative Decree No. 231/2001 of the Company;
- Corporate bodies of the Company;
- companies and professionals addressed by the Company to protect its rights (e.g., lawyers, private investigators, technical consultants, etc.);
- judges and courts, in response to any request or in the context of legal proceedings;
- public authorities authorised by law, for assessments, investigations and/or inspections.

The complete list of these persons or categories of persons is available at the Data Controller's registered office.

All data subjects to whom the personal data processed by the Company refer may exercise their rights under Articles 15 to 22 and 77 of GDPR, within the limits of Article 2-*undecies* of the Privacy Code. Any requests submitted to exercise these rights may be sent to the Company and/or the DPO using the contact details provided on the Company's website in the privacy policy (<https://www.genespire.com/>). Claims to the Privacy Authority may be filed in accordance with the procedures specified by the Privacy Authority.



Personal data will not be transferred outside the European Union and/or the European Economic Area (EEA). In any case, if your data is transferred outside the EU and/or the EEA, adequate safeguards will be ensured in accordance with Section V of GDPR and the information required under Article 13(1)(f) of GDPR.

12. DOCUMENT RETENTION

Internal Reports and related documents are retained for the time necessary for processing and in any case for no longer than five years from the date of notification of the final outcome of the process, in compliance with confidentiality obligations, pursuant to Articles 12 of the Whistleblowing Decree, 5(1)(e) of GDPR and 3, paragraph 1, letter e) of the Italian Legislative Decree No. 51 of 2018.

When, at the request of the Whistleblower, the Report is made orally in a meeting with the appointed staff, it shall, with the consent of the Whistleblower, be documented by the Manager or the Deputy Report Manager by means of recording on a device suitable for storage and listening or by means of minutes. In the case of minutes, the Whistleblower may verify, rectify and confirm the minutes of the meeting with its signature.

13. TRAINING

Recipients must comply with this Policy and participate in training sessions on the Whistleblowing Decree.

14. DISCIPLINARY SANCTIONS AND OTHER MEASURES

Genespire will sanction any unlawful conduct in line with the provisions of the Whistleblowing Decree, attributable to its personnel, which may be identified as a result of the assessment of Reports, conducted in accordance with this Policy, in order to prevent any conduct that violates the law and/or this document by the Company's personnel.

Disciplinary measures, as provided for by law and applicable collective bargaining agreements, will be proportionate to the extent and seriousness of the unlawful conduct ascertained and may result in the termination of the existing employment or collaboration relationship.

The following are examples of some of the conduct that may be subject to disciplinary proceedings:

- (a) retaliatory conduct against the Whistleblower and/or the Facilitator;
- (b) conduct that hinders or attempts to hinder the Report;
- (c) breach of the confidentiality obligation referred to in Article 12 of the Whistleblowing Decree;
- (d) failure to assess and analyse Reports received;
- (e) defamation and/or slander committed by the Whistleblower, ascertained by a first instance judgement or reported to the judicial or accounting authorities (including in cases of civil liability, for the same reason, in cases of wilful misconduct or gross



negligence).

15. PUBLICATION AND CIRCULATION OF THE POLICY

This Policy is published on the Company website <https://www.genespire.com/>.

All Company personnel are informed of its adoption and publication through an internal notice, referring to this document for detailed provisions.