

Tinvention S.r.l.
WHISTLEBLOWING POLICY

Approved by the Board of Directors
by Tinvention S.r.l. on 12/28/2023

Relevant legislation

On December 29, 2017, Law No. 179 "Provisions for the protection of those who report offences or irregularities of which they have become aware in the context of a public or private employment relation" came into force.¹

On March 30, 2023, in transposition of Directive (EU) 2019/1937, Legislative Decree no. 24 of March 10, 2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national legal provisions" also came into force.

The measures have integrated the scope of application of Legislative Decree 231/01 (hereinafter **the "Decree"**) as well as the organizational model by extending the so-called "*Whistleblowing*" procedure to both the public and private sectors.

The law aims to safeguard the integrity of the Entity by protecting from retaliation those who report unlawful conduct and/or violations of the code of ethics and/or the model of which they have become aware during the performance of their work.

In particular, it has been provided that the model must provide:

1. the establishment of internal reporting channels pursuant to Article 4 and in accordance with the procedures indicated in Article 5, of Legislative Decree no. 24 of March 10, 2023;
2. the possibility, for the whistleblower, to make an external report² upon the occurrence of one of the conditions listed in Article 6 of Legislative Decree no. 24 of March 10, 2023;
3. the right, for the whistleblower, to carry out a public disclosure, enjoying the protection provided for by Legislative Decree no. 24 of March 10, 2023 upon the occurrence of the conditions listed in Article 15 of the aforementioned decree.
4. the prohibition of retaliatory or discriminatory acts, direct or indirect, against the whistleblower for reasons related, directly or indirectly, to the report;
5. the introduction of a sanctioning system suitable for prosecuting the violation of the measures put in place to protect the whistleblower, as well as those who make, with intent or gross negligence, reports that prove to be unfounded;
6. the burden on the employer, in the event of disputes related to the imposition of disciplinary sanctions, or to demotion, dismissal, transfer, or subjection of the whistleblower to other

¹ Published in the Italian Gazzetta Ufficiale, General Series no. 291 of December 14, 2017. Following the entry into force of the aforementioned Law, Confindustria issued, in January 2018, an Explanatory Note entitled "The regulations on *whistleblowing*" which illustrates the main contents of Law 179/17 of greatest interest to companies.

² The body in charge of managing external reporting is the National Anti-Corruption Authority ("ANAC"). The external report must be sent "*in written form through the IT platform or orally through telephone lines or voice messaging systems or, at the request of the reporting person, through a direct meeting set within a reasonable time*", through the following link to the official ANAC website: [Whistleblowing - www.anticorruzione.it](https://www.anticorruzione.it).

organisational measures having direct or indirect negative effects on working conditions, subsequent to the submission of the report, to demonstrate that such measures are based on reasons unrelated to the report itself.

Reports must therefore be made in a spirit of responsibility, be of interest to the integrity of the institution and fall within the types of non-compliance for which the system is implemented.

In particular, the figure of the *whistleblower* includes a heterogeneous category of people, such as, but not limited to, shareholders and members of the administrative, management or supervisory body (including non-executive members), employees and collaborators, volunteers and paid and unpaid trainees, any worker under the supervision and direction of contractors and suppliers, any person whose employment relation has not yet commenced, where the information regarding the breach was acquired during the selection process or other stages of pre-contractual negotiations.

From a sanctioning point of view, Legislative Decree 24/2023 provided in Article 21 that the National Anti-Corruption Authority ("ANAC") may apply the following administrative fines:

- from €10,000.00 to €50,000.00 when it ascertains the occurrence of retaliation or when it ascertains that the report has been obstructed or that an attempt has been made to obstruct it or that the obligation of confidentiality referred to in Article 12 has been violated;
- from €10,000.00 to €50,000.00 when it ascertains that no reporting channels have been established, that procedures have not been adopted for the making and management of reports or that the adoption of such procedures does not comply with those referred to in Articles 4 and 5, as well as when it ascertains that the verification and analysis of the reports received has not been carried out;
- from €500 to €2,500.00 in the case referred to in Article 16, paragraph 3, unless the reporting person has been convicted, even in the first instance, of the offences of defamation or slander or in any case for the same offences committed with the complaint to the judicial or accounting authorities.

Purpose of the *Whistleblowing Policy*

The Company is firmly committed to ensuring that the conduct adopted in the organization of its business activities complies with a shared ethics in the workplace and, for this reason, encourages, first and foremost, the collaboration of workers, as well as of other subjects who interact with the Company in various capacities, to encourage the emergence of corruption, also through the provision of systems that allow for reporting, in conditions of security, any offences and/or irregularities (so-called *wrongdoing*) of which the Recipients have become aware by reason of the functions performed.

The Company, in the spirit of giving concrete application to Article 6, paragraph 2-bis, points (a) and (b) of the Decree, as introduced by Law 179/2017 and Legislative Decree 24/2023, identifies operational guidelines aimed at protecting the Recipients of the Model adopted by Tinvention S.r.l. (hereinafter "**Tinvention**") who report any unlawful conduct.

Therefore, the operating methods for the execution and control of the activities are defined in accordance with the provisions of the Tinvention Model.

In addition, this *Whistleblowing Policy* (hereinafter referred to as the "**Policy**") has the following objectives:

- promote a healthy working environment characterized by a sense of belonging and legality, protecting anyone who reports unlawful conduct of which he or she has become aware due to the employment relation;
- implement Law No 179 of November 30 2017 "Provisions for the protection of those who report offences or irregularities of which they have become aware in the context of a public or private employment relation";
- implement Legislative Decree No. 24 of March 10, 2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national legal provisions".

Recipients and content of the report

The Recipients of this Policy are:

- the top management and members of the corporate bodies of Tinvention;
- Tinvention Employees;
- business *partners*, customers, Suppliers, Consultants, Collaborators, Partners and, more generally, anyone who has a relation of interest with Tinvention.

Recipients who are aware of facts that may be the subject of reports are invited to report them promptly in the manner described below, refraining from taking any action.

The whistleblower must provide all the elements necessary to allow the Supervisory Body to proceed with the due and appropriate checks and investigations to verify the validity of the facts being reported.

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

- personal details of the person making the report, with an indication of the position or function performed;
- a clear and complete description of the facts reported;
- if known, the circumstances of the time and place in which the acts were committed;

- if known, personal details or other elements (such as the position and the service in which the activity is carried out) that allow the identification of the person(s) who has/have carried out the reported facts;
- the indication of any other subjects who may report on the facts being reported;
- an indication of any documents that may confirm the validity of these facts;
- any other information that may provide useful feedback on the existence of the reported facts.

Anonymous reports, i.e. without elements that allow their author to be identified, provided that they are delivered through the methods provided for in this Policy, will be taken into consideration if they are adequately detailed and made in great detail, i.e. they are such as to bring out facts and situations relating them to specific contexts (e.g. indications of names or particular qualifications, mention of specific offices, proceedings or particular events, *etc.*).

The requirement of the truthfulness of the facts or situations reported remains unchanged, in order to protect the accused.

Methods and recipients of the report

The Recipients send the reports in the manner set out below, as soon as they become aware of the events that have generated them.

Should one of the subjects listed above receive a report from other parties (e.g. employees of third parties), the same is obliged to transmit the report itself, immediately and exclusively, always in the manner set out below, complete with any supporting documentation received, not keeping a copy and refraining from undertaking autonomous analysis and/or in-depth initiatives, within 7 days of receipt of the report, giving simultaneous notice to the reporting person.

Failure to communicate a report received from one of the subjects listed above constitutes a violation of this Policy (as well as of the Code of Ethics and the Model) with the possibility, in the event of ascertained bad faith, of the imposition by the Administrative Body of any disciplinary sanctions, as provided for in the General Part of the Model.

Reports from the Recipients of the Model and from third parties can be made in the following alternative ways³:

³ The assessment of the suitability of the channels implemented was carried out by the Company through the consultation of the "*Guidelines on the protection of persons who report violations of Union law and protection of persons who report violations of national regulatory provisions. Procedures for the submission and management of external reports*", approved by the National Anti-Corruption Authority with Resolution no. 311 of July 12, 2023.

- in written form, through a special platform implemented by the Company suitable for guaranteeing the confidentiality of the identity of the whistleblower, accessible at the following link: <https://www.tinvention.net/whistleblowing>
- orally, with voice messaging systems and, at the request of the whistleblower, through a direct meeting scheduled with the members of the Company's Supervisory Body within a reasonable time from the request of the same.

Whistleblowing management

Upon receipt of the report, the Supervisory Body, in monocratic composition, carries out a preliminary analysis aimed at ascertaining:

- that the report is sufficiently detailed and in any case suitable to identify the unlawful conduct as well as the perpetrator of the same;
- that the reported conduct is "relevant"⁴ pursuant to Legislative Decree 231/01 and/or;
- involves a violation of the Model.

In carrying out the aforementioned preliminary analysis, the Supervisory Body may avail itself - for specific aspects dealt with in the reports - of the support of all company functions to the extent of its competence.

The Supervisory Body may also request further clarifications directly from the whistleblower, in all cases in which it has been possible to ascertain/verify the identity of the latter, in order to further substantiate the reported fact and seek greater sources of evidence relating to the disputed conduct and, first of all, to understand whether the report is truthful or specious.

In any case, the Supervisory Body is required to:

- issue the whistleblower with an acknowledgement of receipt of the report within seven (7) days from the date of receipt;
- maintain dialogue with the whistleblower, requesting, if necessary, additions;
- diligently follow up on the reports received;

⁴ Pursuant to Legislative Decree 231/01, as supplemented by Law 179/2017, the report can be said to be relevant when the whistleblower has not acted in his or her own exclusive interest, but with the intention of protecting the integrity of the Entity. In concrete terms, this is equivalent to stating that the report must necessarily include:

- the commission of one of the predicate offences referred to in Legislative Decree no. 231/2001 and/or;
- the violation of the provisions contained in Model 231 and/or the Code of Ethics, as well as of all internal measures adopted by the Company in order to protect its integrity.

- provide feedback to the whistleblower within three (3) months from the date of the acknowledgment of receipt or, in the absence of the notice, within three (3) months after the expiry of the period of seven (7) days from the submission of the report;
- provide clear information on the channel, procedures and conditions for reporting, both internally and externally.

The above activities will be carried out through a timely and thorough investigation, in compliance with the principles of impartiality, fairness and confidentiality towards all parties involved.

If, at the end of the preliminary analysis phase, it emerges that there are no sufficiently detailed elements or that the facts referred to are unfounded, the report will be archived with the relevant reasons.

Whether, as a result of the preliminary analyses, useful and sufficient elements emerge or can be deduced to assess the report as well-founded, the next phase of specific in-depth investigations will be initiated.

In particular, the Supervisory Body will:

- request further information from the persons mentioned in the report on the facts in question of the same;
- carry out *specific audits on the facts reported*;
- agree with the *management* responsible for the function involved in the report, any "*action plan*" necessary for the removal of the control weaknesses detected;
- agree with the Administrative Body (and/or with the other departments concerned) any initiatives to be taken to protect the Company's interests (e.g., legal actions, suspension/deletion of Suppliers from the list of *T*invention Suppliers);
- request, if possible, the initiation of disciplinary proceedings against the whistleblower, in the case of reports in relation to which the whistleblower's bad faith and/or merely defamatory intent are ascertained, possibly also confirmed by the groundlessness of the report itself;
- at the end of the in-depth analysis carried out, submit the results to the evaluation of the Administrative Body, or to the Board of Statutory Auditors possibly appointed, depending on the subject of the report, and provided that the reported person is not among the respective members, so that the most appropriate measures are taken;
- conclude the investigation at any time if, in the course of the investigation, it is ascertained that the report is unfounded;
- agree with the Administrative Body and/or the Board of Statutory Auditors, if appointed, any initiatives to be taken before the closure of the report itself.

The activities described above do not necessarily have to be carried out in a sequential manner. Furthermore, in their execution, in addition to what is established in this Policy, the Supervisory Body

undertakes to fully comply with the principles established in the Code of Ethics and the Anti-Corruption Policy adopted by T invention.

With reference to reports for which it has not been possible to ascertain the identity of the whistleblower but which are in any case adequately substantiated and rendered in great detail, the Supervisory Body proceeds with the processing, in the manner indicated above.

If reports are received regarding the Board of Directors or its individual members, the Supervisory Body must inform the Board of Statutory Auditors, if appointed. In the event of criminal conduct, the Supervisory Body promptly informs the corporate bodies for the adoption of appropriate actions.

Periodic information

As part of its *reporting* activities, the Supervisory Body reports to the Administrative Body and on a periodic basis to the Administrative Body and the Board of Statutory Auditors, if any, appointed, on the number and type of reports received and takes them into account for the purpose of updating the Model. In addition, at least once a year, the Supervisory Body provides a *summary report* of the reports received by it. This *report* contains the results of the analysis, including the adoption (or non-adoption) of disciplinary measures.

The results of the preliminary investigation, the checks carried out and the decisions taken by the Supervisory Body must be tracked and archived by the same.

Finally, the Supervisory Body is required to constantly communicate with the Administrative Body regarding the implementation and compliance with this Policy.

Protection and Liability of the Whistleblower

No retaliation or discrimination, direct or indirect, may arise against those who have made a report in good faith. In addition, there are sanctions against those who violate the whistleblower's protection measures. Sanctions are provided for against the whistleblower, where possible, in the case of reports made with intent or gross negligence or that prove to be false, unfounded, with defamatory content or in any case made for the sole purpose of damaging the Company, the reported or other subjects affected by the report. The Company may also take appropriate legal action.

The protection of the whistleblower will also be supported by effective awareness-raising and communication activities for employees on the rights and obligations relating to the disclosure of unlawful actions.

The Supervisory Body carries out - with a periodicity established by it - supervisory activities on dismissals or other measures adopted by the company (*i.e.* demotions and transfers) that may have a retaliatory or discriminatory nature against whistleblowers.

The protection measures described above also apply, by way of example, to facilitators, to persons in the same working context as the whistleblower and who are linked to him by a stable emotional or family bond within the fourth degree, to the reporting person's work colleagues who work in the same work context and who have a habitual and current relationship with the same and to entities owned by the reporting person or for which the same works, as well as to entities operating in the same working context as the whistleblower.

Protection of the Reported

The report as such is not sufficient to initiate any disciplinary proceedings against the reported person. If, as a result of concrete feedback acquired regarding the report, it is decided to proceed with the preliminary activity, the reported person may be contacted and will be assured of the possibility of providing any necessary clarification. If, as a result of the reporting process, measures are taken against the reported person, the latter will be protected against any negative effects other than those envisaged by the measures adopted.

Protection of confidentiality and retention of documentation

All those who are involved in any way in the management of reports (for example, also other structures/bodies/third parties for the performance of investigative activities) are required to guarantee the utmost confidentiality on the subjects and facts reported except in the cases indicated below:

- the whistleblower incurs criminal liability for slander or defamation pursuant to the provisions of the Criminal Code;
- the whistleblower incurs non-contractual liability pursuant to article 2043 of the Italian Civil Code;
- in the presence of any investigations or proceedings initiated by the Judicial Authority;
- in all other cases that regulate the obligation of confidentiality indicated in Article 12 of Legislative Decree no. 24/2023.

In the context of disciplinary proceedings, the identity of the whistleblower cannot be revealed, if the challenge to the disciplinary charge is based on separate and additional investigations with respect to the report, even if they are consequent to the same. If the complaint is well-founded, in whole or in part, and if knowledge of the identity of the whistleblower is essential for the defence of the accused, the report will be used for the purposes of disciplinary proceedings only if the whistleblower consents to the disclosure of his or her identity.

The reported person has no right to obtain information about the origin of the report nor to receive information about the personal data of the whistleblower.

Data processing for *privacy purposes*

The processing of the personal data of the persons involved and/or mentioned in the reports must be protected in compliance with current privacy legislation.

In particular, pursuant to Article 4, 1.7 of Regulation (EU) 2016/679 (*General Data Protection Regulation*, hereinafter "**GDPR**"), the data controller for the processing of personal data (hereinafter also referred to as the "**Data Controller**") for the purpose of managing reports, is identified as the legal entity of Tinvention S.r.l.

Record-keeping

In order to ensure the management and traceability of reports and related activities, the Supervisory Body is responsible for archiving all the supporting documentation of the report for the time necessary to process the report itself and in any case for a period not exceeding 5 years from the date of communication of the final outcome of the reporting procedure. Any personal and particular data contained in the report, including those relating to the identity of the whistleblower or other individuals, will be processed in compliance with the rules for the protection of personal data, in particular the GDPR.

Disciplinary system

Failure to comply with the principles contained in the following *Whistleblowing Policy* will result in the application of the sanctioning measures contained in the disciplinary system adopted pursuant to Legislative Decree 231/2001 based on the specific procedures provided for therein.

Update of the *Whistleblowing Policy*

This Policy and the reporting channels will be subject to periodic review to ensure constant alignment with the relevant legislation as well as according to the operations and experience gained.