

# Whistleblowing Policy

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## INTRODUCTION

The GADA Group is committed to promoting a business characterized by fairness and good faith of conduct, operating in a framework of fair competition with honesty and integrity, respecting the interests of the Company itself, its employees and business partners.

For this reason, it recognizes the importance of providing for a discipline regarding the reporting of unlawful conduct by employees and third parties, which can help the Company to verify and combat misconduct.

## PURPOSE

The purpose of the procedure is to define the content, methods of carrying out and subsequent management of the reports<sup>1</sup>, sent to signal any conduct that is not in line with the Code of Ethics, the Organizational Model, the Anti-Bribery and Anti-Corruption Policy (hereinafter ABAC Policy), or the company policies and procedures adopted by the Company, as well as not in line with the relevant internal and EU regulations by the members of the Company's Bodies, of the function Managers, as well as by employees, external collaborators, suppliers and customers.

The aim of this policy is to ensure that, in the corporate environment, staff and third parties feel free to report unlawful conduct within the Group without fear of any negative repercussions for this.

## OBJECT OF THE REPORT

The Gada Group can be traced back to the private entities referred to in art. 2, paragraph 1, letter q), no. 1 and 2 of Legislative Decree no. 24/2023 (also in consideration of its participation in tenders and public concessions in the health sector), therefore the subject of the report may consist of both the violation of national and European Union regulatory provisions detrimental to the public interest or integrity of the public administration or private entity of which the whistleblower has become aware in the public or private sector.

In particular, the Whistleblowing report can be used to inform about any infringement of our Compliance Program (Code of Ethics, ABAC Policy, etc.) and any infringement of the law, except for personal matters that do not fall within the previous cases.

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<sup>1</sup> "Report" means any information regarding possible Unlawful conduct transmitted by an Employee or a Third Party to the departments responsible for its receipt.

## INTERNAL INFORMATION SYSTEM

The report can be made at any time and can refer to events that have occurred or to facts in progress of which the whistleblower has become aware.

This report must be made exclusively through the use of a platform, specifically used at corporate level, accessible through the following link: [palex.report2box.com](https://palex.report2box.com)

The platform allows you to immediately and effectively enter everything required to substantiate a communication by the whistleblower. The report will be received and managed, initially, by the Corporate Compliance Officer, i.e. the Compliance Manager of the Parent Company PALEX MEDICAL SA.

If the report involves this figure in some way, the platform allows the possibility of redirecting the communication to a different subject. More details on the operation of the platform are indicated in the "Policy on the use of the Internal Information System" issued at corporate level by the Parent Company PALEX MEDICAL SA, published on the <https://www.palexmedical.com> website and within the Sharepoint platform in the Compliance section.

If the report concerns facts or persons attributable to the companies of the Gada Group, the Corporate Compliance Officer will notify the *Whistleblowing Committee (see below)*.

If the whistleblower so requests, he or she must be given the opportunity to have an in-person meeting with a member of the whistleblowing committee, paying attention to the confidentiality of the whistleblowing committee.

The report must be adequately substantiated, in order to allow the due verification of the facts highlighted. In that regard, the facts, events or circumstances relating to the alleged offence must be described in sufficient detail to enable useful or decisive elements to be identified for the purposes of verifying the merits of the report.

## REPORT MANAGEMENT

The management of reports is divided into the following phases:

- Receipt of the report;
- Activation of the Whistleblowing Committee;
- Investigation of the report;
- Resolution of the report.

The platform ensures that the report is received directly by the Compliance Corporate Officer.

As previously mentioned, when the report concerns facts or persons attributable to the companies of the Gada Group, the Corporate Compliance Officer notifies the Whistleblowing Committee - hereinafter "Committee" - composed of: the Chairman of the SB of Gada Spa, the Head of the Compliance function and the Head of the HR function.

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The Committee is responsible for managing the report as a whole.

In the event that the report concerns one of the subsidiaries, the Committee makes use of the corporate functions of the subsidiary deemed necessary for the purpose of the correct analysis of the same.

Once the report has been taken into account, the Committee shall issue the reporting person with an acknowledgement of receipt of the report within seven days from the date of receipt.

The platform allows the monitoring of the status of the report, through an access code and a password created during the report.

The Whistleblowing Committee is active in defining the return actions to operationally manage the report.

This Committee opens the procedure for the investigation of the report, assessing the merits of the report and the suitability of opening an investigation. If it deems it appropriate to proceed with the closure of the report, it shall adequately justify this choice and inform the whistleblower thereof. If, on the other hand, it considers it necessary to investigate the subject of the report, it can carry out investigations and verify the hypothetical misconduct more completely. In all its decisions, the Committee shall proceed according to the rule of majority.

If, as a result of the checks carried out, the Committee detects a violation of the rules of conduct and the relevant policies and procedures, it shall take all necessary actions aimed at resolving the problem, including the proposal of possible disciplinary sanctions.

The Whistleblowing Committee shall provide a response to the report within three months of the date of receipt of receipt or, in the absence of such receipt, within three months of the expiry of the period of seven days from the submission of the report.

At the end of the procedure, the Compliance Corporate Officer checks the correctness of the compilation of the register of reports, present within the platform, where all reports are reported automatically.

## EXTERNAL REPORTING AND PUBLIC DISCLOSURE

The whistleblower may make an external report to ANAC in the event that:

- a) there is no mandatory activation of the internal reporting channel within its work context, i.e. this, even if mandatory, is not active or, even if activated, does not comply with the requirements of Legislative Decree no. 24/2013;
  
- b) the reporting person has already made an internal report and the same has not been followed up;

c) the reporting person has reasonable grounds to believe that, if the reporting person were to make an internal report, it would not be effectively followed up or that the report could lead to a risk of retaliation;

d) The reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

The reporting person may make public disclosure if one of the following conditions is met:

a) the reporting person has previously made an internal and external report or has directly made an external report and has not been responded to within the terms provided for in Articles 5 and 8 of Legislative Decree no. 24/2023 regarding the measures envisaged or adopted to follow up on the reports;

b) the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest;

c) The reporting person has reasonable grounds to believe that the external report may entail a risk of retaliation or may not be effectively followed up due to the specific circumstances of the case, such as those where evidence may be concealed or destroyed or where there is a well-founded fear that the person receiving the report may be colluding with or involved in the violator.

## CONFLICT OF INTEREST

In the event of a conflict of interest, the procedure for managing the report within the companies of the Gada Group undergoes the necessary changes. In fact, it may happen that the subject of the report concerns a member of the Whistleblowing Committee, specifically the Chairman of the SB of the operating holding company Gada Spa, the Head of the Compliance function or the Head of the HR function.

- In the event that it is the Chairman of the SB of the operating holding company Gada Spa who is reported, the report must be sent only through the paper channel according to the procedures illustrated in the previous paragraph of reference;
- In the event that the report concerns the Head of the Compliance function, the investigation phase is managed by the remaining two members (or more if it is a subsidiary) members of the Whistleblowing Committee. The Head of the HR function and the Chairman of the SB carry out the assessment of the merits of the report following what has already been described above. If the two members disagree, the choice of the Chairman of the SB prevails, which is considered decisive.

- Where the report refers to the Head of the HR function, the entire phase of the management of the report is modified as follows:
  - the Chairman of the SB of the operating holding company Gada Spa communicates the receipt of the report to the Head of the Compliance Office, who is responsible for compiling the Register of reports;
  - the Whistleblowing Committee, composed only of the member of the Compliance function and the Chairman of the SB (and any others appointed in the case of subsidiaries), is supported in the decision-making phase by the Company Management;
  - the subsequent phase of execution of the decision, i.e. the possible imposition of the disciplinary sanction, is also carried out with the help of the Company Management;
  - Finally, the Head of the Compliance function integrates all the information into the Register of Reports.

## PROTECTION OF THE WHISTLEBLOWER

The members of the Whistleblowing Committee ensure the confidentiality of the sources and information they come into possession of.

The GADA Group does not carry out retaliatory actions (disciplinary sanctions, demotion, suspension, dismissal) nor does it discriminate in any way in the workplace against the company's personnel who have carried out in good faith actions aimed at reporting events or situations relating to non-compliance with the Code of Ethics, the Organizational Model, the Zero Tolerance Corruption Policy, the company policies and procedures adopted by the Company or in any case with the legal regulations (art. 2, paragraph 1, letter m) of Legislative Decree no. 24/2023).

A reporting person, who makes a public disclosure, benefits from protection if, at the time of public disclosure, one of the conditions set out in Art. 15 of Legislative Decree 24/2023 is verified.

Protections cannot be guaranteed in the event that the whistleblower has acted in bad faith (e.g. by making false or defamatory accusations) or has contributed to the implementation of unlawful conduct. In the event of an unfounded report made with intent or gross negligence, the HR Office will also be notified and will assess the appropriate disciplinary actions against the reporting party.

## DATA PROTECTION AND DOCUMENT ARCHIVING

Reporting documentation is confidential. Such documentation must be stored securely and in compliance with the regulations in force within the Group on the classification and handling of confidential information and in accordance with local laws and regulations.

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The Gada Group guarantees that the identity of the reporting person and any other information from which such identity may be inferred, directly or indirectly, will not be revealed, without the express consent of the reporting person himself, to persons other than those competent to receive or follow up on the reports.

In accordance with local or internal law, the whistleblower, the reported person and any witness have the right to have confirmation of the existence of a personal proceeding against them and may consequently, request changes, additions, updates or deletion when the personal data are no longer necessary in relation to the purpose for which they were collected or otherwise processed (EU REG. 679/16).

The reports and the related documentation are kept for the time necessary to process the report and in any case no longer than five years from the date of communication of the final outcome of the reporting procedure pursuant to art. 14 paragraph 1 of Legislative Decree no. 24/2023.

## TRAINING AND COMMUNICATION

Training is a fundamental element for the implementation and application of this Policy and, to this end, the GADA Group undertakes to ensure mandatory training on whistleblowing for the internal staff of all Group companies as well as to ensure the maximum dissemination of this policy to all stakeholders, so as to highlight the specific procedures to be followed and the possible consequences in the event of inappropriate behavior.

The Company is constantly committed to promoting periodic communication and the implementation and application of this Policy, including Third Parties.