



WHISTLEBLOWING POLICY

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1 BACKGROUND AND SCOPE

OPIS s.r.l. (hereinafter “OPIS” or the “Company”) is a Clinical Research Organization (“CRO”) that operates in the field of clinical research and trials, within which the Company offers a wide array of services. The Company is parent to a group of subsidiaries located in different European countries (United Kingdom, Switzerland, France, Spain, Germany, Belgium, Poland and Sweden, hereinafter the “OPIS Group”).

Within the framework of its business, the OPIS Group wishes to promote a corporate culture based on ethical conduct and good governance principles; for this reason, the Company acknowledges the importance of adopting a set of rules within the Group aimed at governing the reporting of misconduct (Reports of Misconduct, as defined below) by Employees (the “Whistleblowing Policy” or this “Policy”).

This Policy, to be intended as a part of the overall system of compliance implemented by OPIS through the adoption of the organizational and management model pursuant to Legislative Decree No. 231/2001 and to the Code of Ethics, provides the appropriate avenues for receiving, investigating and handling any Reports within OPIS and the OPIS Group.

This Policy aims to create a working environment in which Employees may feel safe to report suspected Misconduct within the Company or the OPIS Group.

This Policy is to be intended as a set of regulatory and operational provisions in force within the Company.

Any amendments and updates made to this Policy shall be made upon approval by the Board of Directors of OPIS.

2 LEGAL FRAMEWORK

The protection of employees who decide to report Misconduct of which they become aware in the context of their employment relationship against potential retaliation and discrimination has been set forth by numerous international treaties and conventions, such as the United Nations Convention Against Corruption adopted in Merida in 2003 (Article 33, UNCAC) and the Civil Law Convention on Corruption of the Council of Europe adopted in 1999 (Article 9).

Law No. 179/2017 has introduced the obligation for organizations to identify appropriate measures aimed at ensuring adequate protection of Employees who report unlawful practices (hereinafter “Whistleblowers”) against any retaliation and discrimination or any other unfair behaviour as a result of having reported Misconduct, and to provide a specific, independent and autonomous avenue for reporting. Whistleblowers must be protected against any form of retaliation (termination of employment, demotion, unjustified transfer and so on) put in place as a consequence of Whistleblowing.

In particular, the legal framework referred to supplements the organizational and management models under Legislative Decree No. 231/2001, which must now be reviewed in such a way as to include the reporting obligations to the body in charge of monitoring the implementation of and compliance with said models. In this regard, OPIS has adjusted its model to the new applicable provisions.

The matters that should be reported are any facts relating to Misconduct or improper behaviour that may jeopardize the integrity of the organization and that fall within the scope of Legislative Decree No. 231/2001, which must be based on precise and congruous facts, or on breaches of the

Model under Legislative Decree No. 231/2001, of which the Whistleblower has become aware during the performance of his or her duties.

The identity of the Whistleblower may be disclosed only upon the latter's consent or where indispensable for the defense of the reported person (hereinafter the "Reported Person") or when the disclosure of the Whistleblower's identity arises from, is instrumental to, or required by the law.

Legislative Decree No. 231/2001 on the administrative liability of legal persons arising out of criminal offences, sets forth that the Supervisory Body's task is to "monitor the implementation of and compliance with the models, as well as their updating" also and especially by investigating any evidence that may emerge upon fulfilment of the obligation for "employees, managers and directors of the Company to report to the Supervisory Body any relevant information regarding the organization's activities, the violation of the Model and the perpetration of criminal offences".

3 RECIPIENTS

This Policy applies to all employees, strategic supervision, management and control bodies, and contractors, (jointly "Employees and Contractors"). Furthermore, this Policy shall be circulated to any person providing services for OPIS, including consultants and suppliers of services related to the OPIS Group on the basis of contractual arrangements.

The principles set forth in the Code of Ethics, in the Model under Legislative Decree No. 231/2001 and in this Policy apply to all the OPIS Group companies, which share the same ethical and business management values.

4 MISCONDUCT

Misconduct means any action or failure to act that may occur during the performance of employment duties or that may affect said duties, which is or may be harmful or detrimental to the OPIS Group and/or Employees and Contractors thereof and that:

- is unlawful, unfair or unethical;
- breaches the principles, protocols, policies and statutory and regulatory provisions (for example, the Code of Ethics, the Anti-Corruption Policy, etc.) adopted by OPIS within the framework of the organizational and management model under Legislative Decree No. 231/2001;
- constitutes one of the criminal offences indicated in Legislative Decree No. 231/2001 as subsequently amended.

By way of example, matters that may be reported include:

- illegal acceptance or offering of money or other monetary or non-monetary benefits from/to consultants and suppliers;
- fraud and other dishonest activities;
- misrepresentation of client data and/or information.

Misconduct under Legislative Decree No. 231/2001 does not include any personal matters that are not related to the criminal offences set forth in the aforementioned Decree, or that do not concern a breach of the organizational and management model or Code of Ethics of OPIS.

5 ROLES AND RESPONSIBILITIES

With regards to this Policy, OPIS intends to adopt a “one-tier” system for receiving, investigating and handling any Reports of Misconduct, ensuring, in accordance with the law, that the persons entrusted with said task:

- are not hierarchically and functionally subordinate to the Reported Person;
- are not the persons allegedly responsible for the Misconduct;
- do not hold any interests associated with the Report of Misconduct, such as to undermine the possibility of an unbiased and independent judgment;
- are under the obligation to ensure the confidentiality of the information received, also with regards to the identity of the Whistleblower.

Hence, under this Policy, OPIS shall appoint an “**Officer responsible for managing the internal reporting mechanisms**” (hereinafter the “Whistleblowing Officer”), with the duty to ensure the correct implementation of the procedures and, after appropriate investigation, to directly inform, where necessary, for the purpose of support and specialised competencies based on the reported matter, one or more of the following officials within OPIS (unless said official is the person to whom the Report relates):

- the Chief Executive Officer;
- the Director of Human Resources;
- the Legal and Compliance Unit.

The Whistleblowing Officer will regularly report to the Board of Directors of OPIS on the proper operation of the whistleblowing procedure and on the activities performed. In the event that a Report raises concerns about serious Misconduct that is regarded as potentially detrimental and/or harmful to the Company, the Whistleblowing Officer will request an extraordinary meeting of the Board of Directors of OPIS in order to discuss appropriate measures.

The role of the Whistleblowing Officer shall be entrusted to the Supervisory Body of OPIS.

6 REPORTS OF MISCONDUCT

In the event that an Employee or Contractor has a reasonable suspicion that Misconduct has occurred or is likely to occur, he or she shall report said concerns in accordance with the following procedures.

If an Employee or Contractor is in doubt as to whether a specific behaviour qualifies as Misconduct, he or she may informally discuss the matter with a Whistleblowing Officer in order to assess the case.

7 MANAGING REPORTS

In order to ensure compliance with the principles previously described in the whistleblowing procedure, OPIS has adopted a specific web-based IT tool.

The web address and “universal” password to access the service, which will be the same for all recipients of this Policy, will be the subject of a specific information notice and will be made available from time to time on the Company’s bulletin board or at the Human Resources Department.

This Policy and any amendments hereto will be published on the Company's website.

Employees can login from any computer, regardless of whether the Whistleblower is located. The application allows any Whistleblowers to file their Reports, while being ensured that their identity will not be disclosed, and it allows them to speak directly with the Whistleblowing Officer by using a specific chat. Whistleblowers may access the platform [<https://opis.azurewebsites.net>] and, after having submitted their Report, they will be provided with a personal reference code relating to the individual Report, which they are required to keep and use whenever they wish to receive updates on the relevant Report or add new information.

The Whistleblower will be required to fill in the information requested on the web page: the Report may also be accompanied by attachments.

The Whistleblowing Officer will receive a notice whenever a new Report is filed and by logging into the website, he or she will be able to view any Reports uploaded.

Reports must be substantiated and based on precise and congruous facts, or on violations of the organizational and management model of OPIS, of which the Whistleblower has become aware during the performance of his or her employment duties and not from hearsay or rumour.

If the Report is not relevant, the Whistleblowing Officer will not take it into account and will inform the Whistleblower that no investigation procedure shall be initiated. If the allegations made in the Report are made with gross negligence or with the sole intention of harming another Employee's reputation or the reputation of OPIS and/or the OPIS Group, the Company may take the disciplinary measures deemed most appropriate and/or the sanctions set forth by the applicable collective bargaining agreements; in the event that a Report made with gross negligence or malice also qualifies as a criminal offence, notice thereof shall be given to the relevant Office of Public Prosecution, without prejudice to the Company's right to file a legal claim for damages as a result of the harm caused by the negligent or malicious Report.

The measures to be taken as a result of Reports made with gross negligence or malice are resolved by the Board of Directors.

If the Report raises concerns about an alleged malpractice/violation, the Whistleblowing Officer will initiate an investigation into the matter.

If, following investigation, the Report is deemed grounded, the Whistleblowing Officer shall give prompt notice of the incident to the Board of Directors of OPIS, which will decide upon the disciplinary measures to be taken against the Whistleblower.

8 REPORTS REGARDING THE WHISTLEBLOWING OFFICER

In the event that the Reported Person is the Whistleblowing Officer, the Report must be brought to the attention of the Chief Executive Officer by the non-reported member of the Supervisory Body; after due examination and investigation, the Chief Executive officer will report the incident at the first possible meeting of the Board of Directors of OPIS.

9 WHISTLEBLOWER PROTECTION

The Company ensures to protect Whistleblowers against any form of retaliation and discrimination that may arise as a result of reporting Misconduct, even when the Whistleblower has disclosed his or her identity. Whistleblowers are entitled to request their transfer to another office and OPIS ensures that any such request will be satisfied where reasonably possible and relevant to the specific case.

The identity of the Whistleblower shall in any case be kept confidential, by adopting all the appropriate logic, organizational and technical means necessary to prevent unauthorised access by third parties or the loss or leakage of data. Only the Whistleblowing Officer will be provided with the login credentials to access Reports. The Officer will receive instructions on how to process the Whistleblower's data and shall not have the right to disclose said data to unauthorised third parties, but merely to those persons who are entitled to become aware of the Report pursuant to this Policy. Any violation of such prohibition shall be regarded as a serious breach of this Policy and shall give rise to appropriate disciplinary measures.

The right of access under Article 15 of the GDPR shall be subject to limitations and exceptions for the purpose of protecting the Whistleblower's identity. Likewise, the right to rectification and to erasure under Articles 16 and 17 of the GDPR may also be subject to limitations in the legitimate interest of the Company to ascertain the facts contained in the Report and to subsequently take the disciplinary measures and legal actions deemed necessary to protect its rights.

Furthermore, the Company undertakes to safeguard the privacy of Whistleblowers and to protect them against any form of retaliation arising directly out of or in connection with a Report. By way of example, said retaliatory actions made include:

- wrongful termination of employment based on discrimination or retaliation;
- change in job duties;
- non-requested transfer without just cause;
- application of disciplinary measures (other than in the case of negligent or malicious Reports);
- demotion;
- reversal of the burden of proof in case of objections.

Any Employees and Contractors who believe they have suffered discriminatory measures as a result of reporting Misconduct may reach out to one of the following:

- their line manager (provided that the line manager is not the person who engaged in retaliation);
- the Director of Human Resources;
- their trade union, where applicable.

10 DATA PROTECTION AND DOCUMENT STORAGE

All documents relating to Reports of Misconduct shall be treated as confidential. Any relevant documents shall be stored safely and in accordance with the rules in force within OPIS on the classification and processing of information and in compliance with applicable statutory and regulatory provisions. Documents shall be stored by the Whistleblowing Officer and may only be accessed by the latter or by expressly authorized specialized personnel provided with specific and personal login credentials.