

# WHISTLEBLOWING POLICY

## INDEX

1.	INTRODUCTION AND PURPOSE.....	2
2.	DEFINITIONS .....	3
3.	TARGET AUDIENCE AND CORPORATE DEPARTMENTS INVOLVED.....	5
4.	WHISTLEBLOWING OFFICER.....	6
5.	GENERAL PRINCIPLES.....	6
6.	PROCEDURE .....	7
6.1	REPORTS.....	7
6.1.1	Type of facts to be reported .....	7
6.1.2	Content of reports and anonymous reports .....	8
6.2	REPORTING MODE .....	9
6.3	INDIVIDUALS AUTHORIZED TO RECEIVE AND HANDLE REPORTS.....	9
6.4	INVESTIGATION OF REPORTED FACTS/BEHAVIORS.....	10
6.5	OUTCOME OF THE INVESTIGATION .....	13
6.6	INFORMATION FLOWS.....	13
7.	WHISTLEBLOWER'S PROTECTION AND RESPONSIBILITY.....	13
7.1	CONFIDENTIALITY AND PROHIBITION OF RETALIATORY AND/OR DISCRIMINATORY ACTS.....	14
7.2	WHISTLEBLOWER'S RESPONSIBILITIES.....	15
8.	EXTERNAL REPORTING.....	16
9.	PERSONAL DATA PROCESSING AND STORAGE.....	16
10.	DATA CONTROLLER OF PERSONAL DATA COLLECTED AND PROCESSED.....	17
11.	DATA PROTECTION RIGHTS OF THE WHISTLEBLOWER AND OTHER PROTECTED PARTIES .....	18
12.	COMMUNICATION AND PUBLICATION .....	19
13.	DISCIPLINARY SYSTEM.....	19
14.	DOCUMENT UPDATE AND HISTORY .....	19

## 1. INTRODUCTION AND PURPOSE

Orthofix intends to promote a corporate culture characterized by virtuous behaviors and a system of *Corporate Governance* aimed at preventing the commission of unlawful acts, while ensuring a working environment where employees and third parties can safely report any illegal, fraudulent, or suspicious behaviors, thus contributing to the creation of an environment based on trust, transparency, and integrity. For this reason, Orthofix acknowledges the importance of adopting a specific procedure for the management and reporting of unfair practices and illegal behavior by employees and third parties (the "**Whistleblowing Policy**" or the "Policy").

The Whistleblowing Policy constitutes an integral part of the Organization, Management and Control Model adopted by Orthofix pursuant to Legislative Decree No. 231/2001 (the "**231 Model**").

The purpose of the Whistleblowing Policy is to define the appropriate communication channels for receiving, analyzing, and processing Reports of possible misconduct and illegal behavior within Orthofix.

As a preliminary matter and as pivotal element of the entire system, Orthofix is committed to ensuring that the identity of **Whistleblowers** is kept confidential at all times and that Whistleblowers do not incur in any liability, whether civil, criminal, administrative, or labor-related, for reporting in good faith possible wrongdoing through the appropriate channels. Orthofix also prohibits and stigmatizes any act of retaliation or discrimination, whether direct or indirect, against anyone who reports in good faith potential misconduct, whether directly or indirectly related to the report; to that aim, Orthofix provides appropriate disciplinary sanctions against those who violate the Whistleblower's protection measures. At the same time, Orthofix is committed to applying appropriate sanctions against those who, with malice or gross negligence, make reports that prove to be unsubstantiated.

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The Whistleblowing Policy was drafted in compliance with the applicable local regulations, specifically with the **Italian Legislative Decree n. 24/2023**, which transposes in Italy the **EU Directive 2019/1937 on the protection of persons who report breaches of Union law**. The Whistleblowing Policy also considers the indications provided by the Italian Autorità Nazionale Anti-Corruzione ANAC (National Anti-Corruption Authority) in its guidelines adopted by the Resolution No. 311 of July 12, 2023.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

## 2. DEFINITIONS

**231 Model:** Organization, Management and Control Model adopted by Orthofix pursuant to Legislative Decree No. 231/200. The model is published on Orthofix website: <https://corp.orthofix.com/italy/modello-organizzativo-l-231/>

**ANAC:** The Italian National Anti-Corruption Authority (ANAC) was set up in 2012 following the 'Anti-Corruption Law' (Law No. 190/2012 on preventing and combating corruption and illegal activity in public administration) <https://www.anticorruzione.it/>

**Anonymous Reports:** Reports that do not contain sufficient information to identify the person submitting the Report. Anonymous Reports are not Protected Reports unless the Whistleblower is identified in a subsequent stage.

**Applicable law:** European Member States' internal law transposing the EU Directive 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons reporting breaches of EU law (examples: in Italy Legislative Decree No. 24/2023; in France Decree No. 2022-1284 of 3 October 2022 etc.)

**Breach:** behavior (act or omission) in violation of the law, Corporate Code of Conduct, Orthofix 231 Model, Code of Conduct local Addendum, or the EU legislation.

**Code of Conduct local Addendum:** Orthofix S.r.l. Addendum to the Group Code of Conduct, which is part of the 231 Model and can be found on the company website <https://corp.orthofix.com/italy/modello-organizzativo-l-231/>

**Corporate Code of Conduct:** Orthofix Medical Inc. Code of Conduct, available on the Company website <https://orthofix.com/about/compliance/>.

**External Report:** Report submitted to ANAC, see Chapter 8 of this Policy.

**Internal Report:** Report submitted to Orthofix, see Chapter 6 of this Policy.

**Online platform:** As a part of the Company's commitment to compliance, Orthofix Medical Inc. has instituted a confidential, anonymous reporting system. This resource is hosted by a third-party hotline provider, EthicsPoint, for the submission of reports relating to violations stated in the Company's Code of Conduct. Link to the Online Platform <https://secure.ethicspoint.com/domain/media/en/gui/34657/index.html>

**Orthofix or the Company:** Orthofix S.r.l., a subsidiary of the group Orthofix Medical Inc. (the "Group")

**Other Protected Persons:** see Chapter 7, Section 7.1, of this Policy. Other Protected Persons include: (a) facilitators (i.e., those who assist the Whistleblower in the reporting process, operating in the same

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

work context and whose assistance must be kept confidential); (b) individuals belonging to the same work environment as the Whistleblower and who are connected to Whistleblower by a stable romantic relationship, or a family relationship up to the fourth degree (e.g. relatives); (c) Whistleblowers' colleagues, working in the same work environment as the Whistleblower and who have a regular and current relationship with the Whistleblower; (d) entities owned by the Whistleblower, as well as entities operating in the same working environment as the Whistleblower; (e) other individuals, as specified by locally applicable laws.

**Other Recipient:** individual receiving the Report different from the Whistleblowing Officer.

**Protected Report:** An Internal or External Report made disinterestedly and in good faith and by an identified/identifiable Whistleblower, according to the provisions of this Policy. The Protected Report enables the protections under this Policy.

**Recipients of the Policy, Recipients:** see Chapter 3 of this Policy.

**Report:** oral or written communication informing of an actual or potential Breach. See Chapter 6, Section 6.1, of this Policy.

**Reported person(s):** the individual(s) indicated to be the author of the Breach in the Report.

**Supervisory Board:** the internal control body in charge of supervising the functioning of the 231 Model and compliance with it, as well as the updating of the Model. For more information refer to the 231 Model, General Part.

**Whistleblower(s):** Whistleblowers are individuals speaking up when they encounter, in the context of their work, wrongdoing that can harm the Company or the public interest, and who report these facts/behaviors according to this Policy.

**Whistleblowing Officer:** individual(s) authorized to manage and investigate Reports according to this Policy, see Chapter 4 of this Policy.

**Whistleblowing Policy (Policy):** this Policy

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

### 3. TARGET AUDIENCE AND CORPORATE DEPARTMENTS INVOLVED

The Whistleblowing Policy, and the protections granted by the Whistleblowing Policy, apply to:

- (a) all current or former employees, or independent contractors of Orthofix;
- (b) job-applicants, who acquired information about unfair practices during the hiring process or pre-contractual negotiations;
- (c) self-employed workers, freelancers, contractors, subcontractors, consultants, volunteers, and trainees (including unpaid ones), providing work or services for Orthofix;
- (d) shareholders and individuals with administrative, management, control, supervisory or representative functions, as well as non-executive members of corporate bodies, of Orthofix;
- (e) in general, all those natural persons who, while not being part of Orthofix's organization, work directly or indirectly for Orthofix (e.g. suppliers of goods and services) and/or on Orthofix's behalf (e.g. agents, distributors, business partners, etc.);

(jointly, the "**Recipients**").

The protections provided by the Whistleblowing Policy also apply to "**Other Protected Persons**", as defined below.

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For the protections to be guaranteed under the Whistleblowing Policy, the report must be qualifiable as a "Protected Report".

A **Protected Report** is an internal or external Report, made in writing or in any prescribed format under the Whistleblowing Policy made by a person who:

- had reasonable grounds to believe that the information about the disclosed violation was true at the time of reporting; and
- submitted an internal Report (pursuant to Chapter 6 of this Policy) or an external Report (pursuant to Chapter 8 of this Policy).

If an Anonymous Report- internal or external - is submitted according to the Whistleblowing Policy and, subsequently, the Whistleblower is identified and suffers retaliation, he or she may still benefit from the protection provided by the Whistleblowing Policy and applicable law.

Conversely, the protections conferred by the Whistleblowing Policy and the applicable law do not apply to a Whistleblower who knowingly reports information know, or reasonably understood, to be false.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

In the event that a Whistleblower has made a report (external or internal) in good faith but has erroneously believed in the existence of a threat to the public interest (which has not materialized), has mistaken on the relevance of the facts, or has not fully complied with the procedural requirements of the Whistleblowing Policy, the Whistleblower will still be granted the protections set forth in the Whistleblowing Policy.

#### 4. WHISTLEBLOWING OFFICER

The (local) Compliance Function is appointed as the responsible person to receive and manage whistleblowing Reports (the "**Whistleblowing Officer**"), and is therefore responsible for acknowledging the receipt of whistleblowing Reports and diligently following up on them, while ensuring the confidentiality of any information pertaining to the Whistleblower, the individuals named in the Report, and the subject matter of the Report, in order to prevent potential retaliatory acts of any kind. The Whistleblowing Officer is also responsible for updating and providing feedback to the Whistleblower with reference to the internal investigation. Additionally, the Whistleblowing Officer is responsible for reporting to the Company's senior management in accordance with the provisions of this Policy. Should the local Compliance Function be indicated as involved-person in the facts referenced in the Report, the Report will be forwarded to the external members of Orthofix Supervisory Board, who will act as Whistleblowing Officer in lieu of the local Compliance Function and will be subject to the duties and responsibilities of this Policy with reference to this specific Report.

The Whistleblowing Officer receives appropriate training on the management of Reports, on how to conduct internal investigations, and on privacy requirements.

The Whistleblowing Officer has adequate financial and organizational resources to appropriately carry out the activities set forth in the Whistleblowing Policy. Where appropriate, the Whistleblowing Officer can use Group Compliance Function's expertise and resources.

To that purpose, the Whistleblowing Officer promptly informs the Group Chief Compliance Officer of any Report received (unless the Group Chief Compliance Officer is indicated as involved-person in the facts referenced in the Report), who can have visibility of the Report and its content, and support the investigation.

#### 5. GENERAL PRINCIPLES

The Company will handle whistleblowing Reports based on the following general principles, which will be further specified in the Policy:

- (a) Prohibition of retaliation and prohibition of discriminatory acts against the Reporter;**
- (b) Prohibition of blatantly unfounded and/or defamatory Reports;**
- (c) Duty of independence and professionalism in handling Reports;**

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

(d) Protection of the Reporter's identity and confidentiality of information.

## 6. PROCEDURE

### 6.1 REPORTS

#### 6.1.1 Type of facts to be reported

All **Recipients** are encouraged to report actions or behaviors:

- in misalignment with the **Group Code of Conduct**, the **Code of Conduct local Addendum** and the **231 Model** pursuant to the Italian Legislative Decree 231/01, and the Group compliance policies and or procedures;
- not compliant with the laws applicable to Orthofix (both at at EU Member-Country level and at European Union level); or
- which might significantly harm the interests of Orthofix and Orthofix Group.

Below some non-exhaustive examples of potential reportable facts or actions:

- a person has failed to comply, is failing to comply, or is likely to fail to comply with a legal obligation to which the person is subject, such as in the areas of public procurement, financial services, consumer protection, privacy and data protection; or
- the health or safety of an individual has been, is, or may be endangered; or
- a corrupt practice has occurred or is likely to occur or to have occurred; or
- a crime has been committed, is being committed or may be committed; or
- information suitable to show that a matter falling under any of the above cases has been, is being, or is likely to be deliberately concealed.

**Reports must be made disinterestedly and in good faith: Reports provided for the mere purpose of retaliation or intimidation, or baseless reports made with malice or gross negligence, will be sanctioned.**

Specifically, it will be sanctioned the act of submitting a Report, which is unfounded on the basis of objective evidence and is – again on the basis of objective evidence – made for the sole scope of causing unfair harm to the **Reported person**.

Reports must not be used to channel claims, personal requests, personal interests (i.e., relating solely to the Whistleblower’s individual employment relationship or relationship with hierarchically subordinate figures), and must not be used for purely personal purposes.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

### 6.1.2 Content of Reports and Anonymous Reports

The Report must provide sufficient elements to help the Whistleblowing Officer to perform the necessary verifications to assess the merits of the reported facts.

This means that the Report should be sufficiently detailed, and, to the possible extent, it should provide the following information, along with any supporting documentation:

- clear and complete description of the reported behavior (which might constitute of an action or of an omission of a due activity);
- circumstances of time and place referring to the reported behavior (when and where it took place);
- personal data or other elements (e.g. position held, function/area of relevance) that would make it possible to identify the person(s) who allegedly committed the reported behavior (Reported Person(s));
- any third parties involved or potentially harmed;
- indication of any other person who can provide information on the reported behavior;
- any other information that may provide useful feedback for substantiating the reported facts.

Reports omitting one or more of the above elements will be considered only if they are sufficiently detailed to allow an effective verification and review of the reported facts. Where appropriate, information will be acquired from the Whistleblower and/or third parties mentioned in the Report, and/or by other means.

**Anonymous Reports** are Reports that do not contain sufficient information to identify the person submitting the report. Anonymous reports are permitted, however, such reports limit Orthofix's ability to conduct an effective investigation aimed at substantiating the veracity of the reported facts.

For this reason, Anonymous Reports will be taken into consideration only when they pertain to potential wrongdoings or irregularities that are considered to be serious and that are adequately detailed. In these cases, the Whistleblowing Officer may request additional information from the anonymous Whistleblower through the communication channels provided by the **Online Platform** used for submitting reports and may decide to open the investigation only if the provided information is sufficiently detailed. Factors relevant for taking into consideration Anonymous Reports include the credibility of the facts presented and the possibility of verifying the veracity of the information based on reliable sources.

The provisions of this Whistleblowing Policy regarding protection from retaliatory acts, and regarding

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors



the notification and acknowledgement obligations do not apply to Anonymous Reports. It is understood that if the originally anonymous Reporter later decides to disclose his/her identity, he/she will enjoy the non-retaliation protection provided by the Whistleblowing Policy.

The identity of the Whistleblower submitting the Protected Report, as well as the identity of the "**Other Protected Persons**" (as defined below) shall always be protected, and any communication connected with the alleged or actual misconduct shall not include identifying data or any other elements that could lead to the identification of the Whistleblower or the Other Protected Persons. The Whistleblower and the Other Protected Persons may, separately, give express consent in writing to the disclosure of their data.

## 6.2 REPORTING MODE

In order to submit a Report, the Reporter/ Whistleblower should go to the **Online Platform**.

Once logged in to the platform, the Reporter will then be able to choose how to submit the Report. Specifically, the Reporter can choose between two reporting modes:

1. submit a Report in writing by filling in the appropriate fields of the reporting form available on the Online Platform;
2. report through the hotline, by calling the country toll-free number listed in the Online Platform and talking to an operator who will transcribe the message in agreement with the Reporter and ensure the anonymity of the Reporter if requested.

The recipients of the Report are identified in Section 6.3 below.

Besides the above-mentioned reporting forms, the Whistleblower can request to meet with the Whistleblowing Officer. The request can be made directly on the Online Platform, or by directly contacting the Whistleblowing Officer. The Whistleblowing Officer must ensure that the meeting is scheduled within forty-five (45) days from the request.

Full confidentiality of the meeting will be ensured.

## 6.3 INDIVIDUALS AUTHORIZED TO RECEIVE AND HANDLE REPORTS

The recipient of whistleblowing reports is the **Whistleblowing Officer**, who possesses the necessary investigative skills, also acquired through dedicated training, to handle whistleblowing reports.

The Whistleblowing Officer (or the **Supervisory Board**, when the Whistleblowing Officer is indicated as involved-person in the facts referenced in the Report) promptly informs the **Group Chief Compliance Officer** (unless the latter is indicated as involved-person in the facts referenced in the Report), who can view the report and support the investigation.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

By virtue of its prominent role in Orthofix's compliance system, the Supervisory Board will be promptly informed about any new Report potentially relevant under Orthofix's 231 Model. To this end, the Whistleblowing Officer will send a specific communication devoid of any element suitable for identifying the Whistleblower or the individuals named in the report, and the Supervisory Board will be able to directly examine the Report by accessing the Online Platform.

If the reported conduct involves the Whistleblowing Officer, the Whistleblower can channel the Report directly to the external members of the Supervisory Board through the Online Platform.

If the reported conduct involves a member of the Supervisory Board, the Whistleblower may indicate (using the appropriate features of the Online Platform) that the Report should not be communicated to Orthofix's Supervisory Board or one or more of its members. In such cases, the Report will be handled by the Chief Compliance Officer, who will receive appropriate notification directly through the Online Platform.

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If the Report is made to a person other than those identified above (e.g. to a supervisor) – **Other Recipient** – and/or through channels other than those indicated above, the Recipient of the Report shall invite the Whistleblower to submit the report according to the instructions of this Whistleblowing Policy, clarifying that only reports submitted according to the Policy will be considered Protected Reports. Where, however, the Whistleblower expressly declares that he or she wishes to benefit from the whistleblowing protections provided by law or by this Policy, or this intention can be inferred from the report (e.g. because the Whistleblower expressly qualifies the report as a "*whistleblowing*" or makes express reference to this Policy or Legislative Decree n. 24/2023), the Report should be forwarded, within seven (7) days of its receipt, to the Whistleblowing Officer using one of the channels indicated above, giving simultaneous notice of the transmission to the Whistleblower.

## 6.4 INVESTIGATION OF REPORTED FACTS/BEHAVIORS

Any investigation activity under the Whistleblowing Policy will be conducted as quickly as possible.

**Within 7 days** from the receipt of the Report, the Whistleblowing Officer (or Other Recipient of the Report, as outlined in Section 6.3 above) shall provide feedback to the Whistleblower regarding the receipt of the Report and the expected timeline for investigative activities. The Whistleblowing Officer may provide this information in a written communication or offer the Whistleblower an in-person meeting. The contents of the meeting must be documented by the Whistleblowing Officer.

**Within 3 months** from the date of the Report, the Whistleblowing Officer must provide to the Whistleblower feedback about the outcome of the investigation. Should it not be possible to close the investigation within this timeframe, for objective reasons linked to the complexity of the investigation, then the Whistleblowing Officer will nevertheless provide feedback to the Whistleblower about the

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

ongoing activities and initial outcomes of the investigation, reserving the right to provide further feedback when the investigation is completed. In any case, the content of such feedback is without prejudice to any action taken by the Company as a result of the investigation and/or any ongoing investigations conducted by Public Authorities into the same facts.

For having real-time and immediate visibility of any investigative feedback, the Whistleblower is required to access the Online Platform to check the status of his/her report verifying the presence of any feedback and/or any additional request and/or communication from the Whistleblowing Officer. The Whistleblowing Officer (or Other Recipient of the Report, as referred to in Section 6.3 above) shall preliminarily verify if the Report is relevant and *prima facie* substantiated, if needed, this verification will be conducted with the assistance of an external consultant having the appropriate expertise and being required to maintain confidentiality about the activities performed.

As highlighted above, should the Whistleblowing Officer, based on an initial analysis, determine that the Report involves violations or alleged violations of Orthofix 231 Model, or the commission of crimes relevant under Legislative Decree No. 231/2001, he/she will promptly notify Orthofix's Supervisory Board so that the Supervisory Board can consider whether to undertake relevant investigations/actions.

As part of the internal investigation, the Whistleblowing Officer (or Other Recipient of the Report, as mentioned in Section 6.3 above) may request additional information and/or documentation from the Whistleblower. Whistleblowers should, as far as possible, cooperate to comply with any reasonable requests to clarify facts and/or circumstances and to provide (additional) information. To this end, anonymous Whistleblowers should diligently and regularly check the Online Platform using their own access codes to ensure that the requests of the Whistleblowing Officer (or Other Recipient of the Report, as outlined in Section 6.3 above) are promptly investigated and complied with. Lack of information or other evidence, including the Whistleblower's reluctance to cooperate with an investigation, may constitute grounds for the Whistleblowing Officer (or Other Recipient of the Report, as indicated in Section 6.3 above) to conclude that there are not concrete reasons for opening an investigation.

The Whistleblowing Officer (or other recipient of the report, as mentioned in Section 6.3 above) tracks the Report with an identification code/name, ensuring traceability and proper filing of the documentation even in subsequent stages.

The Whistleblowing Officer (or Other Recipient of the Report, as mentioned in Section 6.3 above) classifies Reports as:

- **Non-Relevant Reports:** in this case, the Whistleblowing Officer informs the Whistleblower, and refers the Whistleblower to the relevant company department (e.g. Human Resources, Legal Department etc.) to address the points raised, if appropriate, closes and files the Report;

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

- **Reports in Bad Faith:** if the Report is submitted by an Orthofix Employee, it is forwarded to the HR Department, who will consider the initiation of a possible disciplinary proceeding. If the Report is submitted by a third party (e.g. consultant, supplier, etc.), it is forwarded to the Purchasing Department, who will consider possible measures with reference to the existing agreement with that third party;
- **Relevant Reports:** if the Whistleblowing Officer (or Other Recipient of the Report, as indicated in Section 6.3 above) believes that there is sufficient evidence that a potentially unlawful conduct might be confirmed by an investigation, the Whistleblowing Officer initiates the investigation.

The investigation phase involves the performance of targeted checks on the Report, for analyzing and evaluating all the elements and determine the reliability of the reported facts. The Whistleblowing Officer will carefully consider the opportunity of engaging external professionals to assist in the investigation, coordinating, where appropriate, with the Head of the Legal Department.

The Whistleblowing Officer (or Other Recipient of the Report, as indicated in Section 6.3 above) – in coordination with the Legal Department, external consultants, and with the support of the Group Compliance Function where appropriate – may carry out any activity apt at verifying the reported facts, including interviews of the Whistleblower and any other individual who can provide information, as well as email/documental review in compliance with the current legislation on personal data protection. The Reported person, or the person implicated in the reported violation, may be heard and, if they so request, they must be heard, also by means of a written procedure involving the acquisition of written comments and documents.

The Whistleblowing Officer (or other recipient of the Report, as mentioned in Section 6.3 above):

- ensures full compliance with the confidentiality requirements set forth in Chapter 7 below;
- ensures that the investigation is conducted in a diligent, fair and impartial manner; this implies that every person involved in the investigation must be informed – once the preliminary investigation phase is completed – about any statements and/or evidence collected against him/her, and must be allowed to provide counter-arguments;
- may use technical advisors (such as external consultants or Orthofix/Orthofix Group specialists) on matters outside the Whistleblowing Officer’s specific areas of expertise.

Information collected during the investigation, even if processed by third parties, will be treated confidentially and its access will be limited to the subjects allowed to conduct or be involved in the investigation.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

## 6.5 OUTCOME OF THE INVESTIGATION

Once completed, the investigation can lead to the following outcomes:

- **negative outcome (i.e. the investigation is unsubstantiated)**, in which case the Report is dismissed;
- **positive outcome (i.e. the investigation is substantiated)**: in this case, the Whistleblowing Officer (or Other Recipient of the Report, as indicated in Section 6.3 above) will forward the outcome of the investigation to Orthofix Board of Directors, so that the appropriate countermeasures and/or disciplinary measures are adopted. Specifically, upon completion of the investigation, an **Investigation Report** shall be prepared including the following elements:
  - a. summary of the investigative activities;
  - b. conclusions reached and any supporting documentation;
  - c. recommendations and suggestions regarding actions to be taken in connection with the detected violations, from a disciplinary and compliance level.

Feedback will be provided to the Whistleblower at the conclusion of the investigation, ensuring that the content of such feedback will not impair any action taken by the Company as a result of the investigation and/or any ongoing investigations conducted by Public Authorities into the same facts.

## 6.6 INFORMATION FLOWS

The Whistleblowing Officer provides a summary of the received and investigated Reports, and of those qualified as unsubstantiated and, therefore, not investigated. For the investigated Reports, the Whistleblowing Officer will indicate the performed investigation activity, and for the unsubstantiated Reports, the Whistleblowing Officer will indicate the reasons based on which the Report was found to be unsubstantiated.

The summary will be provided:

- on a quarterly basis, to Orthofix Supervisory Board and the Board of Statutory Auditors
- on a semi-annual basis, to Orthofix Board of Directors;

Moreover, based on the provisions of Sections 4 and 6.3, the Whistleblowing Officer will inform the Group Chief Compliance Officer about every received Report.

## 7. WHISTLEBLOWER'S PROTECTION AND RESPONSIBILITY

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

## 7.1 CONFIDENTIALITY AND PROHIBITION OF RETALIATORY AND/OR DISCRIMINATORY ACTS

Orthofix guarantees the highest level of **confidentiality** on the identity of the Whistleblower(s), the Reported Person(s) and any other person otherwise indicated in the Report, the content of the Report and the connected documents. To that end, Orthofix uses communication means and criteria that are suitable for protecting the identity and integrity of the aforementioned individuals, as well as to ensure that the Whistleblower is not subject to any form of retaliation and/or discrimination and avoids, in any case, the communication of data to third parties, who are not involved in the process of managing Reports according to this Policy.

Except for cases where a criminal or civil liability can be levied against the Whistleblower, the identity of the Whistleblower must be protected according to the law.

Therefore, subject to the above exceptions, the identity of the Whistleblower may not be disclosed, without his or her explicit consent, to anyone who is not mentioned in this Policy as part of the investigative process. All individuals involved in the receipt and/or handling of the Report must protect the confidentiality of such information.

Violation of the duty of confidentiality gives rise to disciplinary liability, without prejudice to other forms of liability provided by the law.

In particular, in the context of a disciplinary proceeding against the Reported person, or a person mentioned in the report, the Whistleblower's identity may be disclosed only upon the Whistleblower's explicit consent.

The same confidentiality requirements apply to the individuals involved/mentioned in the report.

**[Whistleblowers reporting in good faith must be protected from any form of retaliation, discrimination or penalty, without prejudice to any other form of protection provided by the law.](#)**

By way of example only, the following situations are considered forms of retaliation:

- dismissal, suspension or equivalent measures;
- professional downgrading or non promotion;
- change of duties, change of work location, salary decrease, change of working hours;
- suspension of training or any restriction to training access;
- demerit notes or negative references;
- adoption of disciplinary measures or other sanctions, including fines;
- intimidation, harassment or ostracism;
- discrimination or otherwise unfavorable treatment;

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

- failure to convert a fixed-term employment contract to a permanent employment contract when the employee had a legitimate expectation for such a conversion;
- non-renewal or early termination of a fixed-term employment contract;
- damage, including image damage, particularly on social media, or economic or financial damage, including loss of economic opportunities and income;
- improper listing on the basis of a formal or informal sector or industry agreement, which may result in the inability to find employment in the sector or industry in the future;
- early termination or cancellation of a contract for the provision of goods or services;
- cancellation of a license or permit;
- request to undergo psychiatric or medical examinations.

Whistleblowers who believe they have been retaliated as a result of a formerly submitted Report may report to **ANAC** any form of retaliation they believe they have experienced (see Chapter 8 below).

Actions committed in violation of the above prohibition shall be null and void. Whistleblowers who have been fired because of a submitted Report have the right to be reinstated in their job-position and/or to obtain any protection granted by the applicable local law.

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The above-mentioned protection guaranteed to the Whistleblower also extends to the following individuals/entities qualified as "**Other Protected Persons**":

- (a) facilitators (i.e., those who assist the Whistleblower in the reporting process, operating in the same work context and whose assistance must be kept confidential);
- (b) individuals belonging to the same work environment as the Whistleblower and who are connected to Whistleblower by a stable romantic relationship, or a family relationship up to the fourth degree (e.g. relatives);
- (c) Whistleblowers' colleagues, working in the same work environment as the Whistleblower and who have a regular and current relationship with the Whistleblower;
- (d) entities owned by the Whistleblower, as well as entities operating in the same working environment as the Whistleblower;
- (e) other individuals, as specified by locally applicable laws.

## 7.2 WHISTLEBLOWER'S RESPONSIBILITIES

In accordance with the applicable laws and regulations, disciplinary sanctions may be levied against Whistleblowers who report with malice or gross negligence. The Whistleblower's criminal and civil

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors



liability remains unaffected.

Any form of abuse of the reporting system, such as blatantly pretentious, slanderous or defamatory Reports, and/or Reports made for the sole purpose of harming the Reported person or others, as well as any other misuse or intentional exploitation of the reporting channels, is subject to disciplinary sanctions and/or liability under the existing law.

## 8. EXTERNAL REPORTING

If the Whistleblower:

- has already submitted an Internal Report under Chapter 6, and the Report has not been acted upon within the time limits set forth in that Chapter; or
- has reasonable grounds for believing that, if he/she made an internal Report, it would not be effectively managed, or that the act of reporting might involve the risk of retaliation;
- has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest;

then the Whistleblower can submit an external report ("**External Report**") to **ANAC** (Italian National Anti-Corruption Authority) according to the channels specifically set up by ANAC, which can be accessed at <https://whistleblowing.anticorruzione.it/#/> . The External Report is also considered a **Protected Report** under the Whistleblowing Policy.

The Report may be made in writing, via the telematic platforms or other means implemented by ANAC, or orally, calling ANAC's telephone line and/or the recorded voice messaging system. ANAC shall ensure strict confidentiality on the Whistleblower's identity, the Reported person's identity and the identity of any other individual mentioned in the Report, ANAC shall also keep the content of the Report and related documentation confidential.

## 9. PERSONAL DATA PROCESSING AND STORAGE

The documentation used in carrying out the activities indicated in this Policy (even in the case of unsubstantiated/Non-Relevant Reports) will be kept by the Whistleblowing Officer (or Other Recipient of the Report, as indicated in Section 6.3 above) in a dedicated archive.

Unless specific needs arise for defending or protecting the rights and/or legitimate interests of Orthofix or third parties, including in the case of complaints, litigation or pre-litigation; Reports and connected documents will be kept strictly for the time needed to perform the investigation and, in any case, no longer than five (5) years from the date in which the Investigation Report is communicated, in compliance with the confidentiality obligations provided by the relevant applicable law. At the end of the retention period, records will be deleted.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors



In cases where the Report is submitted through a recorded telephone line or other recorded voice messaging system, provided that the Whistleblower has given his/her consent, the Whistleblowing Officer (or other recipient of the Report, as indicated in Section 6.3 above) may document the Report in the following ways:

- through a recording of the conversation in a durable and reusable form; or
- through a complete and accurate transcript of the conversation (the Whistleblower can verify, amend, or confirm the content of the transcript).

If, at the request of the Whistleblower, the Report is made orally during a face-to-face meeting with the Whistleblowing Officer, the Whistleblowing Officer, with the consent of the Whistleblower, documents the meeting by means of a meeting minute, or by means of a recording on a device suitable for storage. In case of meeting minutes, the Whistleblower may verify, edit, and confirm the minutes by applying his/her signature.

In the Report archive, personal data that are manifestly not relevant for the management of a specific Report will not be collected or, if accidentally collected, will be deleted without delay.

Personal data-including special categories of data and judicial data-disclosed as part of reporting will be processed in accordance with the provisions of the European Data Protection Regulation 2016/679 ("GDPR") and in accordance with relevant company policies.

## 10. DATA CONTROLLER OF PERSONAL DATA COLLECTED AND PROCESSED

The Data Controller of the personal data collected through the reporting process governed by this Whistleblowing Policy is identified in Orthofix S.r.l. (hereinafter, the "**Data Controller**") pursuant to, and in accordance with, EU Regulation n. 2016/679 ("**GDPR**").

The Data Controller processes the personal data contained in the Report for the purposes identified in this Policy, through the deputies and authorized parties, within the limits of the regulatory requirements, namely, for the collection, management and analysis of the Reports received electronically and manually.

In pursuit of the indicated purposes, any personal data contained in the Reports will be collected, processed, and managed by the Whistleblowing Officer, in his/her quality of responsible function according to this Policy, as well as by any individuals who contribute to the proper execution of the same, who are entrusted with the processing or are appointed as Data Processors pursuant to Article 28 of the GDPR. These subjects will be specifically identified by the Data Controller, who will also provide appropriate instructions on the methods and purposes of processing and ensure that the data is subject to adequate obligations of confidentiality and privacy.

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

Provided that it is necessary for the pursuit of the purposes of processing, the Data Controller may also communicate the personal data collected to third parties belonging to the following categories:

- competent authorities. These entities will act as autonomous data controllers;
- companies/entities/associations carrying out, by way of example, consulting activities, support for the provision of services etc., which will act, as the case may be, as autonomous data controllers, or as data processors on the basis of a specific agreement on the processing of personal data concluded pursuant to Article 28 GDPR.

## 11. DATA PROTECTION RIGHTS OF THE WHISTLEBLOWER AND OTHER PROTECTED PARTIES

Subject to the limitations identified by the relevant provisions of the law and, in particular, by Article 2-undecies of the Italian Legislative Decree 196/2003, the legislation on the protection of personal data recognizes to the Whistleblower, to the Reported person and to the Other Protected Persons involved in the Report and in the related proceedings (so-called "Interested Parties"), specific rights such as:

- (a) **Right of access**: *i.e.* the right to obtain from the Controller confirmation as to whether or not personal data is being processed and, if so, to obtain access to the personal data and the following information: (i) the purposes of the processing; (ii) the categories of personal data in question; (iii) the recipients or categories of recipients to whom the personal data have been or will be disclosed, in particular if recipients in third countries or international organizations; (iv) when possible, the expected period of storage of the personal data or, if this is not possible, the criteria used to determine this period; (v) the right to lodge a complaint with a supervisory authority; (vi) if the data are not collected from the Company, all available information on their origin. It is understood that even in the case of a right of access, if the conditions are met, Orthofix guarantees the protection of the identity of the Data Subjects.
- (b) **Right to rectification and erasure**: in the cases provided for by the applicable legal provisions, the Data Subject may exercise the right to obtain the rectification of inaccurate personal data concerning him/her as well as, taking into account the purposes of the processing, the right to obtain the integration of incomplete personal data. The Data Subject also has the right to obtain the erasure of personal data if any of the following reasons exist: (i) the personal data are no longer necessary in relation to the purposes for which they were collected or otherwise processed; (ii) the data are being processed unlawfully; (iii) he or she has objected to the processing activity and there is no overriding legitimate reason; (iv) the personal data must be erased in order to comply with a legal obligation.
- (c) **Right to restriction of processing**: *i.e.* the Data Subject has the right to obtain from Orthofix the restriction of processing in the following cases: (i) for the period necessary for the Data Controller to verify the accuracy of the data whose accuracy has been disputed by the Data Subject; (ii) in case of unlawful processing of personal data; (iii) even if your personal data

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors

are not necessary for the purposes of the processing, You need them to be processed for the establishment, exercise or defense of a legal claim; (iv) for the period necessary for the verification as to whether the Data Controller's legitimate reasons prevail over your request to object to the processing.

- (d) **Right to object:** the Data Subject has the right to object at any time, on grounds relating to his or her particular situation, to the processing of personal data carried out on the basis of legitimate interest under Article 6(1)(f) GDPR.
- (e) **Right to lodge a complaint and/or appeal:** the Data Subject has the right to lodge a complaint with the Data Protection Authority and/or appeal to the judicial authority, if his or her data processing rights are deemed to have been violated.

## 12. COMMUNICATION AND PUBLICATION

The Whistleblowing Policy is communicated to all Recipients by appropriate means of communication, including e-mail, by the Whistleblowing Officer or by the Company requesting the service of an individual outside Orthofix to whom this document is to be communicated (e.g. Purchasing Department for Suppliers etc.).

In particular, the Whistleblowing Policy is displayed and made easily visible in the Company premises/locations, including the company *intranet*, and is also accessible for those individuals who, while not acceding to the Company premises/locations, have a legal/contractual relationship with Orthofix as described in this Policy. The Policy is also posted in a dedicated section of Orthofix website.

## 13. DISCIPLINARY SYSTEM

Failure to comply with the principles and rules contained in this Policy will result in the application of the disciplinary system adopted by Orthofix, including the disciplinary system set forth in the 231 Model.

## 14. DOCUMENT UPDATE AND HISTORY

The Whistleblowing Policy is reviewed and updated every three years.

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Revision [00] - Issued on [March 20, 2024]

Verified and approved by Orthofix S.r.l. Board of Directors, on [March 20, 2024].

Version	Description	Date	Approved by:
00	Adoption of Orthofix Whistleblowing Policy	03/20/2024	Orthofix S.r.l. Board of Directors