



Xovis Policy

Whistleblower

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1 Introduction

Xovis and its subsidiaries (hereinafter: Xovis) require all Xovis employees (hereinafter: Xovis employees or you) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, including compliance with all applicable laws and regulations.

This Whistleblower Policy (hereinafter: Policy) allows for all Xovis employees, agency staff and third parties, such as clients and suppliers, etc., to confidentially report illegal or unethical behaviour by Xovis employees or agency staff in a responsible and effective manner.

This Policy supplements and forms an integrated part of the Xovis Code of Conduct "[POL-12-0243 Code of Conduct](#)".

The aims of this Policy are:

- to encourage Xovis employees to report material and substantial wrongdoing as soon as possible in the knowledge that their concerns will be taken and investigated as appropriate and that their confidentiality will be respected;
- to provide Xovis employees with guidance as how to raise those concerns; and
- to reassure the Xovis employees that they should be able to raise genuine concerns without fear of reprisal.

2 Reporting

2.1 Definition

Whistleblowing is defined as the disclosure of information which relates to suspected wrongdoing (generally a breach of a legal, statutory or regulatory requirement or unethical, immoral behaviour) by Xovis employees, partners and suppliers, and other third parties involved with Xovis.

2.2 Types of reports covered by this Policy

This Policy is intended to govern procedures for reporting concerns about potential wrongdoing involving Xovis employees, partners, suppliers or other third parties involved with Xovis, except as provided in Section 2.3, below. This Policy applies both in Switzerland and in every other country where Xovis or its affiliates operate,

Reports may be made concerning any suspected violations, including, but not limited to:

- Criminal activity
- Financial malpractice, impropriety or fraud
- Failure to comply with the law
- Danger to health, safety or the environment

- A violation of rules of conduct in force (Xovis policies)
- Improper conduct or unethical behaviour
- Attempts to conceal any of these violations

If you have any genuine concerns related to any of the above, you should report it under this policy.

2.3 Types of Concerns not Covered by this Policy

This Policy is not meant to apply to

- matters that are covered by other procedures (e.g. employee complaints relating to their employment);
- personal issues or conflicts with another Xovis employee; or
- issues that have already been settled through other procedures.

3 No Reprisal

No person who reports a violation or suspected violation of company policy in good faith shall suffer harassment, reprisal or any adverse employment consequence as a result of his or her report.

Provided you are acting in good faith, Xovis will not take adverse action against you even if are mistaken about the subject matter of your complaint or if there is an innocent explanation for your concerns.

Any person who retaliates against someone who has made a report in good faith under this Policy may be subject to disciplinary action, including termination of employment.

4 Reporting of Violations

Whistleblowing reports should be submitted to märki staub Rechtsanwälte AG reporting@maerkistaub.ch (hereinafter: External Body) and should state that the report is being made under this Policy. If possible, the report should be made in writing and give as much information as possible – including any relevant names, dates, places, etc. The earlier you raise a concern, the easier it is to take effective action.

Reports will be treated in a confidential and sensitive manner as far as possible, consistent with the need to conduct an adequate investigation and the need to comply with applicable law.

Reports may be submitted anonymously, although doing so may hinder the investigation of the complaint.

The External Body will notify the Xovis Management Board of the report. When doing so, the External Body will not disclose information that would permit identification of the person making the report. The Xovis Management Board may only request information regarding the

whistleblower's identity if necessary, in order to further the investigation or as otherwise provided by law.

It remains in the full discretion of the External Body on whether disclosure of your identity is necessary to further the investigation. However, the External Body will not disclose your identity unless it concludes that the standard for disclosure has been met.

5 Investigation

After receiving a complaint, the External Body appoints a member of the Xovis Management Board or a member of the Board of Directors to be responsible for investigating and resolving the reported complaint concerning violations. The appointed member may delegate the investigation to an internal or outside investigator in his or her discretion.

If a member of the Board of Directors itself is subject to the report, the External Body will take appropriate measures to assure that such member will not be able to handle or influence the investigation. Should your report indicate that the entire Xovis Management Board and Board of Directors is subject to your report, the External Body will, in its discretion, either retain an outside investor or make a report to law enforcement directly.

If necessary, outside support may be used for the investigation (e.g. law enforcement, external auditor, independent investigator).

If there is evidence of criminal activity, then the External Body will inform the CEO and, subsequently, law enforcement.

The appointed member of the Xovis Management board or of the Board of Directors will inform the employee against whom the report is made as soon as reasonably possible.

Xovis will aim to keep the person who reported the concern informed of the progress of the investigation and its likely outcome. However, sometimes the need for confidentiality may prevent Xovis giving specific details of the investigation or any disciplinary action taken as a result. Upon conclusion of the investigation, you may be asked for your opinion on how well you feel your concern was handled.

6 Entry into Force and Amendments

This Policy has been approved by the Board of Directors of Xovis on 18. June 2020 and enters into force on 26. August 2020. It replaces all previous policies and documentation dealing with the same matters.

Any matters that require interpretation of this Policy will be handled under its current version, regardless of when the conduct in question took place.

Xovis reserves the right to amend this Policy at any time and to inform Addressees of such changes in a suitable manner.