

Whistleblowing Policy

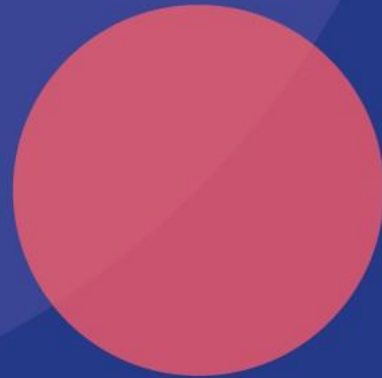


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1 Introduction

This document sets out the principles for Whistleblowing in Nets Denmark A/S, incl. its branches. This policy implements the Nexi Group Whistleblowing Policy (PP-056).

This Whistleblowing Policy sets out the principles for whistleblowing in Nets and encourages a culture where serious violations or misconduct, or suspicions thereof, can be addressed quickly and in a confidential and secure manner. Nets Denmark A/S promotes a corporate culture based on ethical behaviour and good governance, thus fostering a business environment that encourages the reporting of unacceptable behaviour and requires all employees to conduct themselves with the highest standard of integrity.

2 Scope and application

This Policy shall be approved by the Board of Directors of Nets Denmark A/S. The local executive management is responsible for locating enough and proper resources to comply with this Policy.

If local regulation is stricter than this Policy, the local regulation in the relevant country will apply. Any deviation that collides with this Policy must be approved by Compliance & Regulatory, who will notify the relevant board. Upon notification, Compliance & Regulatory shall assess if a derogation from this procedure is needed or if additional requirements can be added in an appendix.

3 Purpose of the Whistleblowing Policy

This Whistleblowing Policy sets forth the procedures to report any concerns or suspicions regarding possible violations of laws, rules or regulations or possible violations of internal Nets policies, standards or procedures for:

- Current and former employees, including their family members
- Members of the management and the board of directors of Nets and its subsidiaries
- External customers, vendors, consultants and other persons¹ related to Nets.

The above-mentioned are collectively referred to as Relevant Individuals.

Nets is committed to fostering a workplace contributing to open communication regarding their business practices and to protecting the Relevant Individuals from retaliation and discrimination for their having properly disclosed or reported illegal conduct or conduct violating or potentially violating the areas within the scope of this Policy.

¹ "Other persons" could include (non-exhaustive list) shareholders, volunteers and trainees, persons whose employment has not yet started

Nets promotes a culture where Relevant Individuals can raise concerns through multiple channels, e.g. through their immediate manager, other managers or through the official whistleblowing channels, as further described in this policy.

Issues reported using the whistleblowing tool will be handled with strict confidentiality by the external whistleblowing officer, which performs an assessment of the case and informs the whistleblowing working group of the case. The Whistleblowing Working Group is responsible for facilitating the handling of the case², incl. escalation if relevant.

The Whistleblowing Working Group consists of the Head of Compliance & Regulatory and Head of Internal Audit. Should the case be regarding a member of senior management or the board of directors, the case will be escalated to the Whistleblowing Committee which will meet when needed and will, as a main rule, consist of the Chair and the Vice-chair of the Board of Directors. Other representatives will be appointed if needed due to the nature of the case.

Any issue reported will be treated with the required due diligence, and all case handling will take place in the designated whistleblowing tool.

4 Where to report violations or suspicions thereof

The Relevant Individuals may report possible violations through one or more of the following channels:

- **Direct supervisor or head of department:** reports of possible violations may be made to a direct supervisor or the head of the Relevant Individual's department
- **Head of Compliance & Regulatory:** reports of possible violations may be made to the Head of Compliance & Regulatory (or respective regional heads), who is responsible for managing investigations of whistleblowing information

Electronic whistleblowing scheme (external): possible violations may be reported via the electronic platform: [Compliance \(whistleblownetwork.net\)](https://compliance.whistleblownetwork.net) . Reports submitted via the electronic platform are assessed by the external Whistleblowing Officer before the Whistleblowing Working Group is informed. The internal whistleblowing officer will then bring the case forward to the Whistleblowing Working Group.

Whistleblowers may also use external channels if one or more of the following conditions are met:

² Should the internal Whistleblowing Officer or another member of the Whistleblowing Working Group be related to the case, this individual will neither be informed, nor will the individual be involved in handling the case. Instead, another member of the Whistleblowing Working Group, will be informed, and will act as Internal Whistleblowing Officer in the facilitation and handling of the case.

- The whistleblower has made an internal report, but the case has not been dealt with in due time;
- The whistleblower has *reasonable* grounds to believe that if an internal report was made, it would not be followed up in an effective manner, or might lead to risk of retaliation; or
- The whistleblower has reasonable grounds to believe a breach may constitute an imminent or obvious danger to the public interest.

External reporting channels would constitute the relevant supervisory authorities such as e.g.:

Finanstilsynet: <https://www.finanstilsynet.dk/Whistleblower/FTs-eksterne-whistleblowerordning>

Den Nationale Whistleblowerordning: <https://whistleblower.dk/>

5 What to report under the Whistleblowing Policy

By implementing this Policy, Nets ensures that suspected violations of laws, rules or regulations or possible violations of internal Nets policies, standards or procedures may be reported quickly and confidentially in order to react on reported violations depending on the nature of the violation.

The Relevant Individuals may, under this Policy, report violations, misconduct or suspicions thereof that may influence Nets as a whole, or the life or health of individuals. This could (non-exhaustive list) include:

- a) Economic crimes, including
 - Making or offering bribes, payoffs or kickbacks
 - Corruption
 - Committing or attempting to commit fraud against the state or the EU
 - Committing or attempting to falsify documents and committing or attempting to commit forgery
 - Involvement in money laundering or terrorism financing;
- b) Material violations of occupational safety rules and regulations, as well as security of networks and information systems;
- c) Material matters directed towards employees, including, but not limited to, assault and battery and sexual harassment;
- d) Criminal offences, including, but not limited to, the EU General Data Protection Regulation and national data protection acts regarding the processing of personal data as implemented in national law and national penal codes;

- e) Unlawful behaviour under relevant competition law, such as abuse of a dominant market position, unlawful public procurement, or entering into anti-competitive agreements;
- f) Use of unfair or deceptive acts and practices, including
 - Provision or endorsement of false or misleading statements about Nets affairs or contact partners, and
 - Improper influence on others to obtain or reward favourable treatment, intentional provision of inaccurate or misleading reports, certifications, claims or statements to any employee, customer, partner, government agency or official;
- g) Use of illegal discrimination or harassment;
- h) Unlawful behaviour in connection with accounting, internal accounting controls or auditing and financial matters;
- i) Material violations of the Supplier Code of Conduct and Ethical Guidelines applicable within Nets;
- j) Violations against Consumer Protection rights,
- k) Violations against environmental protections
- l) Efforts to conceal the above.

6 Matters not eligible for reporting

Matters that are not eligible for reporting under the Whistleblowing Policy are matters such as, but not limited to:

- a) Complaints about day-to-day personnel issues
- b) Routine employee matters
- c) Interpersonal conflicts and cooperation problems.

Such matters must be reported through the usual reporting channels within Nets, e.g. through a manager, the HR department, the legal department or another designated method of reporting within Nets.

7 Anonymity and handling of a report

Nets has established an anonymous channel for digital whistleblowing. The digital platform ensures that reported concerns are treated 100% anonymously. The Relevant Individuals are not asked to provide personal information unless they choose to do so themselves. The confidentiality of the identity of the reporting person and any third party mentioned in the report is protected. The system prevents any access by non-authorized staff members.

All reports are received by an unbiased and independent external lawyer who is responsible for the initiate screening of the report. The external whistleblowing officer assesses the report and provide a

recommendation to the Whistleblowing Working Group. All communication is performed in the tool and treated as strictly confidential.

The digital whistleblowing function will generate a unique ID for each Relevant Individual in order to use the secure and anonymous mailbox. This mailbox enables the external whistleblowing officer, and if needed, the Whistleblowing Working Group, to communicate with the Relevant Individuals, if further information is needed, without revealing their identity. When using the reporting platform, IP addresses cannot be traced.

All communication will go through this channel, and the Relevant Individuals will receive an acknowledgement of receipt of the report within seven days. Feedback will not exceed three months from the acknowledgment of receipt. By feedback is meant the provision to the reporting person of information about the action envisaged or taken as follow-up and about the grounds for such follow-up.

Depending on the actual circumstances, the Relevant Individuals are not legally entitled to receive material feedback on the report. If the complaint or concern falls outside the scope of the Whistleblowing Policy, the person who has reported the concern will be notified through the whistleblowing system.

If a report is regarding either a member of the Whistleblowing Working Group, a member of the senior management or Board of Directors of Nets Denmark A/S, the reported person will not be informed of the case and will not take part in the handling of the report.

8 Protection of the whistleblower

Nets is committed to fostering a workplace contributing to open communication and to protecting the employees from retaliation and discrimination since they have properly reported a breach.

Nets will not tolerate retaliation or punishment of any kind against employees making a good-faith complaint or assisting Nets in the investigation of any violation reported under this Policy. This includes any reprimand, reprisal, change in work duties, change in employment amenities, change in reporting requirements, damage to career prospects or reputation, threats to do any of the above or deliberate omissions that may harm the employee.

Employees who knowingly and maliciously make a false claim against somebody will not be protected by the Whistleblowing Policy. Employees who report in bad faith may be subject to civil, criminal and administrative penalties as well as disciplinary action, including termination of employment.

9 Retention

All documents related to reports must be retained in accordance with applicable laws, regulations and other Nets policies and procedures.

If documents may be relevant to any pending or potential litigation, inquiry or investigation, the information must not be destroyed and must be retained for duration of that litigation, inquiry or investigation and thereafter, as necessary, in accordance with applicable laws, regulations or other Nets policies and procedures.

10 Monitoring

Compliance & Regulatory performs ongoing monitoring/controls regarding the effectiveness of the process and tool according to a monitoring plan.

Group Internal Audit is to perform periodic checks on the adequacy and maintenance of the whistleblowing process and tool.

11 Training and awareness

Compliance & Regulatory provides mandatory and general awareness training to all employees.

12 Information Flows and internal reporting

The CEO and Board of Directors of Nets Denmark A/S shall be informed of the number of cases, in scope of the whistleblowing scheme, reported though the reference period as a minimum on an annual basis. If there are any trends in the nature of the cases, this shall be included in the report.

This reporting is shared with Group Compliance of Nexi SpA as per the defined information flows in the Group Compliance Management Guideline (GL-010).

13 Review

This Policy is managed and updated at least annually by Compliance & Regulatory and presented for adoption by the Board.

This Policy refers to document code PP-056 with the document title Whistleblowing Policy Nexi SpA.

14 Implementation

This Policy shall be implemented by the business units within three months from publishing.