

WHISTLEBLOWING POLICY

(adopted by the Board of Directors on 22 April 2021 and
amended 4 October 2022)

1. ABOUT THIS POLICY

1.1 Agilyx ASA and its subsidiaries Agilyx Corporation and Agilyx GmbH (together **Agilyx** or **we**) are committed to conducting our business with honesty and integrity as set out in more detail in our Code of Ethics and Business Conduct (Code) and the Corporate Social Responsibilities Policy, and we expect all Agilyx employees (including all officers and the board of directors, together **Employees** or **you**) to maintain high standards in accordance with the Code. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring and to address them when they do occur.

1.2 The aims of this Policy are:

- a. To encourage Employees to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
- b. To provide Employees with guidance as to how to raise those concerns.
- c. To reassure Employees that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

1.3 As mentioned above, this Policy covers all Agilyx employees officers and the board of directors as well as Agilyx consultants, contractors, volunteers, interns, casual workers and agency workers.

1.4 This Policy does not form part of any Employee's contract of employment and we may amend it at any time.

2. PERSONNEL RESPONSIBLE FOR THE POLICY

2.1 The Audit Committee has overall oversight of this Policy, and will together with the General Counsel review from time to time the effectiveness of actions taken in response to concerns raised under this Policy.

2.2 The Whistleblowing Officer has day-to-day operational responsibility for this Policy, and must ensure that all managers and other Agilyx employees who may deal with concerns or investigations under this Policy receive regular and appropriate training.

2.3 The Whistleblowing Officer, in conjunction with the Audit Committee and the General Counsel should review this Policy from a legal and operational perspective at least once a year.

- 2.4 All Employees are responsible for the success of this Policy and therefore you should ensure that you use it to disclose any suspected danger or wrongdoing. Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Audit Committee.

3. WHAT IS WHISTLEBLOWING?

- 3.1 **Whistleblowing** is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:
- a. criminal activity;
 - b. failure to comply with any legal obligation or regulatory requirements;
 - c. miscarriages of justice;
 - d. danger to health and safety;
 - e. damage to the environment;
 - f. bribery;
 - g. facilitating tax evasion;
 - h. financial fraud or mismanagement;
 - i. breach of our internal policies and procedures including our Code of Conduct;
 - j. sexual misconduct and harassment;
 - k. racial discrimination;
 - l. conduct likely to damage our reputation or financial wellbeing;
 - m. unauthorised disclosure of confidential information;
 - n. negligence; and
 - o. any other (alleged) activity sparking the suspicion of wrongdoing or danger at work, and/or leading or having the potential to lead to damage to or discrediting of the Company, as well as
 - p. the deliberate concealment of any of the above matters.

- 3.2 A **whistleblower** is a person who raises a genuine concern relating to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a **whistleblowing concern**) you should report it under this Policy.
- 3.3 This Policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases you should use the grievance procedure referenced in Appendix E of the Employee Handbook (edition February 8, 2022), any update thereof, or any existing or future Agilyx policy dealing with employee or whistleblower specific grievance procedures.
- 3.4 If you are uncertain whether something is within the scope of this Policy you should seek advice from the Whistleblowing Officer, whose contact details are at the end of this Policy.

4. RAISING A WHISTLEBLOWING CONCERN

4.1 We hope that in many cases you will be able to raise any concerns with your line manager. You may tell him/her in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to the Whistleblowing Officer.

4.2 However, where the matter is more serious, or you feel that your line manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact one of the following:

- a. The Whistleblowing Officer, [Stephen Hamlet].
- b. The General Counsel, Isabel Charlotte Hacker.

Contact details are set out at the end of this Policy.

4.3 We will arrange a meeting with you as soon as possible to discuss your concern. You may bring a colleague or other suitable support person to any meetings under this Policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

4.4 We will take down a written summary of your concern and provide you with a copy after the meeting. We will also aim to give you an indication of how we propose to deal with the matter.

5 CONFIDENTIALITY

- 5.1 We hope that Employees will feel able to voice whistleblowing concerns openly under this Policy. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.
- 5.2 Whilst we do not encourage Employees to make disclosures anonymously, we will, of course, also investigate any concerns raised anonymously. However, proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Whistleblowing Officer or one of the other contact points listed in paragraph 0 and appropriate measures can then be taken to preserve confidentiality. If you are in any doubt you can seek advice from [xxx], the independent whistleblowing charity, who offer a confidential helpline, or an alternative suitable organization of your choice. Their contact details are at the end of this Policy.

6. INVESTIGATION AND OUTCOME

- 6.1 Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation. We will inform you of the outcome of our assessment. You may be required to attend additional meetings in order to provide further information.
- 6.2 In some cases we may appoint an investigator or team of investigators including Employees with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.
- 6.3 We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.
- 6.4 If we conclude that a whistleblower has made false allegations maliciously, the whistleblower will be subject to disciplinary action.

7. IF YOU ARE NOT SATISFIED

- 7.1 While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this Policy you can help us to achieve this.
- 7.2 If you are not happy with the way in which your concern has been handled, you can raise it with one of the other key contacts in paragraph 0. Alternatively you may contact the chairman of the Audit Committee or our external auditors. Contact details are set out at the end of this Policy.

8. EXTERNAL DISCLOSURES

- 8.1 The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.
- 8.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external. [xxx] operates a confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. Their contact details are at the end of this Policy.
- 8.3 Whistleblowing concerns usually relate to the conduct of our Employees including senior officers, but they may sometimes relate to the actions of a third party, such as a customer, supplier, service provider or consultant. In some circumstances the law will protect you if you raise the matter with the third party directly. However, we encourage you to report such concerns internally first. You should contact your line manager or one of the other individuals set out in paragraph 0 for guidance.

9. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

- 9.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support Employees who raise genuine concerns under this Policy, even if they turn out to be mistaken.
- 9.2 Whistleblowers must not suffer any detrimental treatment as a result of raising a concern. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have

suffered any such treatment, you should inform the Whistleblowing Officer immediately. If the matter is not remedied you should raise it formally using our Grievance Procedure.

- 9.3 You must not threaten or retaliate against whistleblowers in any way. If you are involved in such conduct you may be subject to disciplinary action.

10. CONTACTS

Whistleblowing Officer	Stephen Hamlet 603.918.3222 Stephen.hamlet@agilyx.com
General Counsel	Isabel Charlotte Hacker +41 78 760 6721 Isabel.hacker@agilyx.com
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