



Model of Organization, Management and Control in accordance with Legislative Decree No. 231 of 2001

GENERAL SECTION

REV.	DATA	APPROVED	NOTE
00	20 march 2023	CEO	
01	13 may 2025	BOARD OF DIRECTORS	

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DEFINITIONS

The terms listed below shall have the meaning attributed to each of them as follows:

- **Code of Ethics**: a document containing the ethical principles that guide the Company in carrying out its activities.
- **Legislative Decree**: Legislative Decree No. 231 of 8 June 2001, titled “Discipline of the administrative liability of legal persons, companies and associations without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000,” published in the Official Gazette No. 140 of 19 June 2001, as well as subsequent amendments and integrations, including Law No. 146/2006 which at Article 10 refers to its application.
- **Recipients**: individuals to whom this Organizational Model is addressed and who are required to comply with it.
- **Entity (or Company)**: legal person or association, including those without legal personality. In this Organizational Model: XTN Cognitive Security S.r.l. (hereinafter also briefly “XTN” or the “Company”).
- **Group**: group of companies of which the Company is part, controlled by CY4Gate S.p.A.
- **Organizational Model**: Organizational and Management Model adopted by XTN, as provided by Articles 6 and 7 of the Legislative Decree, consisting of a structured system of principles, rules, provisions, organizational schemes, and related duties and responsibilities, aimed at preventing the offenses referred to in the Legislative Decree.
- **Supervisory Body (OdV)**: Body established pursuant to Article 6 of the Legislative Decree, tasked with overseeing the functioning and compliance of the Organizational Model, as well as managing its updating.
- **Behavioral Principles**: general principles of conduct, set forth in the Special Section, which the Recipients must adhere to in carrying out the activities envisaged by the Organizational Model.
- **Risk Processes**: corporate activities or phases thereof whose performance could give rise to unlawful conduct (offenses or administrative violations) under the Legislative Decree.
- **Protocol (PT)**: specific procedure for preventing offenses and administrative violations and for identifying the individuals involved in risk phases of corporate processes.
- **Offenses**: offenses or administrative violations which, if committed, may entail administrative liability for XTN.
- **Report**: communication concerning a reasonable and legitimate suspicion or awareness of Violations.



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- **Disciplinary System**: the set of sanctioning measures against Recipients who commit Violations.
- **Third Parties**: Consultants, Suppliers, or other entities engaged in contractual relations with XTN.
- **Top Management (so-called “Senior Officers”)**: Chairman of the Board of Directors, other members of the Board of Directors, and/or individuals holding the position of Function Managers.
- **Violation**: any behaviors, acts, or omissions constituting unlawful conduct relevant under the Legislative Decree or breaches of the Organizational Model.

Terms defined in the singular shall be understood to include the plural where the context so requires, and vice versa. The definitions provided in this document shall also apply when used in the Special Section and in the Protocols.

STRUCTURE OF THE DOCUMENT

This document aims to illustrate the fundamental components of XTN's Organizational Model. It is composed of four sections, whose contents are briefly summarized below:

Section I

- It aims to illustrate the contents of the Legislative Decree and its subsequent amendments and additions, in order to provide all Recipients of the document with an overview of the regulatory framework within which the Company's Organizational Model is situated.

Section II

- It describes the structure of the Organizational Model and defines its contents: description of XTN, identification of risk activities, management methods of financial flows within the Company, characteristics and functioning of the Supervisory Body, information flows, training and communication activities, and methods for updating the Organizational Model itself.

Section III

- It outlines the disciplinary system to be applied to Recipients who fail to comply with the behavioral rules set out in the Organizational Model.

Section IV

- It contains the Special Section and the Protocols that must be followed in order to eliminate or, at least, reduce to an acceptable level the risk of conduct that may constitute one of the offenses which could lead to the application of the sanctions provided for by Legislation Decree n. 231 of June 8, 2001, and its subsequent amendments and additions.

Annex

- **Annex 1** - Catalogue of Offenses and Administrative Violations
- **Annex 2** - Code Of Ethics
- **Annex 3** - Information Flows to the Supervisory Body

SECTION I

LEGISLATIVE DECREE N. 231/2001

Legislative Decree No. 231 of June 8, 2001 introduced into the Italian legal system a framework of administrative liability for **entities**. The issuance of the Legislative Decree is part of a broader national legislative context aimed at implementing international obligations. The original version of the Decree, which concerned a set of offenses committed against the Public Administration, has since been supplemented by subsequent legislative measures that have expanded the scope of offenses which may give rise to the administrative liability of the entity. Furthermore, Law No. 146/2006 establishes the liability of entities for the commission of certain offenses (so-called "Transnational Crimes").

The entity's liability—comparable to criminal liability—arises when an individual with a functional relationship with the entity commits one of the specific offenses set forth in the Legislative Decree. Such liability may arise when the offenses are committed in the interest or to the advantage of the entity; conversely, it is not applicable when the individual acted exclusively in their own interest or in the interest of third parties.

The functional relationship linking the perpetrator of the offense to the legal entity may be one of representation, subordination, or collaboration, within the limits established by the Decree.

Where the offender is a natural person holding positions of representation, administration, management, or control within the entity or within an organizational unit with financial and functional autonomy—or is a person who de facto manages and controls the entity—a presumption of liability is established against the entity. This is due to the fact that such individuals embody, represent, and execute the entity's management policy.

No presumption of liability arises when the offense is committed by a person subject to the direction or supervision of one of the above-mentioned individuals. In this case, the entity is only held liable if it is proven that the commission of the offense was made possible by the failure to properly fulfill the duties of management or supervision.

The entity's (administrative) liability is additional to, and not a substitute for, the (criminal) liability of the individual. Due to the substantial autonomy of such liability, the entity may be held accountable for the offense even if the perpetrator has not been identified or cannot be prosecuted, or if the offense is extinguished for reasons other than amnesty. The criminal liability of the natural person remains governed by ordinary criminal law.

The legislator has introduced a system of sanctions that primarily involves the imposition of monetary penalties on the legal entity. In some cases, these monetary sanctions may be accompanied by prohibitory measures, such as the suspension or prohibition of business activity, the suspension or revocation of authorizations,

licenses, or permits used to commit the offense, the prohibition from contracting with the Public Administration, exclusion from public funding, contributions, grants, or subsidies, and the revocation of those already granted, as well as bans on advertising goods or services.

In addition to monetary and prohibitory sanctions, the law also provides for the confiscation (always ordered upon conviction) of the proceeds or profits of the offense (including “equivalent confiscation”), and, in certain cases, the publication of the conviction ruling.

Moreover, the legislator allows such prohibitory measures to be imposed as a precautionary measure, even during the investigation phase, upon request of the Public Prosecutor, if there is serious evidence of the entity’s liability and concrete risk of similar offenses being committed.

If specific conditions are met, the judge, when applying a prohibitory sanction that would interrupt the entity’s activity, may appoint a commissioner to oversee the continuation of operations for a period corresponding to the duration of the sanction that would have been imposed.

The provisions of the Legislative Decree also apply to foreign companies operating in Italy, regardless of whether similar legislation exists in their home country.

OFFENSES THAT GIVE RISE TO THE ADMINISTRATIVE LIABILITY OF THE ENTITY

The offenses that may give rise to the administrative liability of the entity (so-called “predicate offenses”) are expressly listed in Legislative Decree No. 231 and in certain legislative provisions that have expanded its scope:

- **Undue receipt of public funds, fraud against the State, a public body or the European Union, or fraud for obtaining public funds, computer fraud against the State or a public body, and fraud in public supply contracts** (Art. 24, Legislative Decree 231/2001);
- **Computer crimes and unlawful processing of data** (Art. 24-bis, Legislative Decree 231/2001);
- **Organized crime offenses** (Art. 24-ter, Legislative Decree 231/2001);
- **Embezzlement, extortion, undue inducement to give or promise benefits, and corruption** (Art. 25, Legislative Decree 231/2001);
- **Counterfeiting of currency, public credit instruments, revenue stamps, and identification tools or signs** (Art. 25-bis, Legislative Decree 231/2001);
- **Offenses against industry and commerce** (Art. 25-bis.1, Legislative Decree 231/2001);
- **Corporate crimes** (Art. 25-ter, Legislative Decree 231/2001);
- **Crimes with terrorist purposes or aimed at subverting the democratic order** (Art. 25-quater, Legislative Decree 231/2001);

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- **Practices of female genital mutilation** (Art. 25-quater.1, Legislative Decree 231/2001);
- **Crimes against individual personality** (Art. 25-quinquies, Legislative Decree 231/2001);
- **Market abuse** (Art. 25-sexies, Legislative Decree 231/2001);
- **Manslaughter and serious or very serious injuries committed in violation of workplace health and safety regulations** (Art. 25-septies, Legislative Decree 231/2001);
- **Receiving, laundering, and use of money, goods, or benefits of illicit origin, as well as self-laundering** (Art. 25-octies, Legislative Decree 231/2001);
- **Offenses related to means of payment other than cash** (Art. 25-octies.1, Legislative Decree 231/2001);
- **Offenses related to copyright infringement** (Art. 25-novies, Legislative Decree 231/2001);
- **Inducement not to make statements or to make false statements to judicial authorities** (Art. 25-decies, Legislative Decree 231/2001);
- **Environmental crimes** (Art. 25-undecies, Legislative Decree 231/2001);
- **Employment of third-country nationals whose stay is irregular** (Art. 25-duodecies, Legislative Decree 231/2001);
- **Racism and xenophobia** (Art. 25-terdecies, Legislative Decree 231/2001);
- **Fraud in sports competitions, illegal gambling and betting activities, and gambling carried out through banned devices** (Art. 25-quaterdecies, Legislative Decree 231/2001);
- **Tax crimes** (Art. 25-quinquesdecies, Legislative Decree 231/2001);
- **Smuggling** (Art. 25-sexiesdecies, Legislative Decree 231/2001);
- **Offenses against cultural heritage** (Art. 25-septiesdecies, Legislative Decree 231/2001);
- **Laundering of cultural property and devastation and looting of cultural and landscape assets** (Art. 25-duodevicies, Legislative Decree 231/2001).

Furthermore, Law No. 146/2006, although it does not introduce additional changes to Legislative Decree 231/2001, extends the liability of entities to the commission of so-called transnational crimes.

The description of the individual offenses relevant for criminal law purposes is provided in **Annex 1** – Catalog of Offenses and Administrative Violations.

I MODELS OF ORGANIZATION, MANAGEMENT AND CONTROL

The Legislative Decree provides for a specific exemption from liability for the Entity if:

- a) the governing body has adopted and effectively implemented "organization, management and control models" suitable for preventing the Crimes;
- b) the task of monitoring the functioning of and compliance with the models, as well as ensuring their updating, has been assigned to a body within the entity endowed with autonomous powers of initiative and control;
- c) the individuals who committed the crime acted by fraudulently circumventing the aforementioned organization, management and control models;
- d) there was no omission or insufficient supervision by the body referred to in point b) above.

The Organizational Model is the set of rules, outlined in the Special Part and in the Protocols, both of a behavioral nature ("Principles of Conduct") and of a control nature, whose observance—during the performance of activities within the scope of **Risk Processes**—allows for the prevention of unlawful, improper, or irregular conduct.

Failure by the Recipients to comply with the Principles of Conduct, the operational procedures set out in the Special Part and in the Protocols, the Code of Ethics and/or the Whistleblowing Policy is subject to sanctions. To this end, the Organizational Model also includes a disciplinary system, which is set out and described in this document.

CONFINDUSTRIA GUIDELINES

In preparing this document, XTN was inspired by the Confindustria Guidelines. It is understood that the decision not to adapt the Organizational Model to certain indications contained in the Confindustria Guidelines does not affect its validity. The Organizational, Management, and Control Models, in fact, being drafted with reference to the concrete reality of XTN, may well differ from the Confindustria Guidelines, which, by their nature, have a general character.

SECTION II

DESCRIPTION OF XTN COGNITIVE SECURITY S.R.L.

XTN COGNITIVE SECURITY S.R.L.

We are an Italian company specialized in the prevention and detection of fraud, with a particular focus on banking payments. We use omnichannel and behavior-based solutions to protect consumer accounts from digital fraud risks, through technology that employs behavioral biometrics and proprietary artificial intelligence algorithms to provide a comprehensive fraud management strategy. Our mission is to create a safe and reliable online environment where users can interact with confidence, committing ourselves to uphold ethical principles and transparency in all our practices.

CODE OF ETHICS

XTN ha adottato il proprio Codice Etico (**Allegato 2**) che definisce i valori ai quali la Società si ispira nello svolgimento delle attività.

Il Codice Etico contiene i principi etici e le regole di comportamento che il Vertice Aziendale, i Dipendenti, i Consulenti, i Collaboratori, i Fornitori e tutti coloro che operano in nome o per conto di XTN sono tenuti a rispettare e/o condividere.

Le disposizioni del **Modello Organizzativo** sono ispirate dai principi etici e dalle regole di comportamento contenuti nel Codice Etico e sono integrate e compatibili con lo stesso.

PURPOSE AND STRUCTURE OF THE ORGANIZATIONAL MODEL

The adoption of an Organizational Model in accordance with the provisions of the Legislative Decree, and in particular Articles 6 and 7, together with the issuance of the Code of Ethics, has been undertaken with the conviction that this initiative can also serve as an effective tool to raise awareness among the Recipients, so that they adopt correct and consistent behaviors in carrying out their activities, thereby preventing the risk of committing the predicate offenses.

More specifically, the Model aims to achieve the following objectives:

- a) to establish a structured and organic system of prevention and control, aimed at reducing the risk of committing offenses related to company activities and at preventing/detecting any unlawful conduct;
- b) to create awareness among all those who operate in the name and/or on behalf of XTN, especially in the “risk activity areas,” that violating the provisions contained herein may result in an offense subject to sanctions, including criminal penalties, and may also entail sanctions against XTN;
- c) to inform the Recipients that violation of the requirements set out in the Model, which they are obliged to comply with, will result in the application of specific sanctions and, in the most serious cases, the termination of the contractual relationship;
- d) to reiterate that XTN does not tolerate unlawful behavior of any kind and regardless of any

purpose, as such behavior (even if the Company appears to benefit from it) is contrary to the ethical principles to which XTN intends to adhere.

The Organizational Model prepared by XTN aims to define a system of preventive control, primarily intended to plan the training and implementation of the Company's decisions concerning the risks/offenses to be prevented and is composed in particular of:

- the Code of Ethics, which identifies the primary values to which XTN intends to conform and thus establishes the general guidelines for the social activity of both the Company and all legal entities of the Group;
- an updated, formalized, and clear organizational system that guarantees an organic assignment of tasks and an adequate level of segregation of functions;
- formalized procedures aimed at regulating the execution of activities, particularly regarding risk processes, providing for appropriate control points as well as the separation of duties among those carrying out crucial phases or activities within such processes;
- a clear allocation of authorization and signing powers, consistent with organizational and managerial responsibilities;
- control measures primarily related to the potential commission of predicate offenses, capable of promptly signaling the existence and emergence of general and/or specific critical situations.

RECIPIENTS

This Organizational Model is intended for:

- The top management of the Company (for example, the Chairman and members of the Board of Directors, etc.);
- Employees or other persons—regardless of their relationship with XTN—who are subject to the direction or supervision of the aforementioned individuals.

Compliance with the provisions set forth by the Legislative Decree, as well as adherence to the behavioral principles indicated in the Code of Ethics, is also required of Third Parties operating on behalf of XTN, through the inclusion—where possible—of appropriate contractual clauses.

ADOPTION OF THE ORGANIZATIONAL MODEL BY XTN

XTN -within the framework of the already existing preventive control system — has carried out the necessary activities to align such control system with the provisions of the Legislative Decree. By adopting the Organizational Model, XTN aims to equip itself with a set of Principles of Conduct

and operational procedures aimed at planning the training and implementation of decisions concerning the crimes to be prevented, in compliance with the system of function assignments and power delegations, as well as internal procedures. The Special Part and the Protocols, understood as rules to be followed by the Recipients, supplement the entire organizational structure of the Company (organizational charts and the power assignment system) and are integrated and compatible with it. The Organizational Model in its current version was adopted by XTN's Board of Directors on May 13, 2025.

Any modifications or additions to the Organizational Model must be approved by the Board of Directors.

For non-substantial changes, the Board of Directors will appoint a delegated person who may rely on the opinion of the Supervisory Body. Such changes will be communicated to the Board of Directors and subsequently ratified, integrated, or modified during the next available meeting. The pending ratification does not invalidate the effectiveness of the changes adopted in the meantime.

IDENTIFICATION OF RISK PROCESSES

Article 6, paragraph 2, letter a) of the Legislative Decree explicitly requires that the Organizational Model must "identify the activities within which crimes may be committed." Accordingly, XTN has analyzed the company's activities, the decision-making processes within the individual business areas, as well as the internal control systems.

In particular, within the scope of these activities, with the support of external consultants, XTN has undertaken the following:

- a) identified the activities within which crimes could potentially be committed;
- b) analyzed the potential risks of unlawful conduct as well as the possible methods of committing such acts;
- c) identified the persons and corporate functions involved;
- d) defined and, when necessary, adjusted the internal control system.

IDENTIFICATION AND RECOGNITION OF RISK ACTIVITIES

At the conclusion of the verifications referred to in the previous paragraph 7.1, XTN has identified the corporate activities or phases thereof within which predicate Offenses and/or Administrative Offenses (hereinafter "Risk Processes") could theoretically be committed. In order to identify the Risk Processes, XTN — with the support of external Consultants — has carried out the following activities:

- a) examination of official XTN documentation;
- b) detailed mapping of the company's operations, structured according to the

organizational units of the Company and conducted through interviews and survey questionnaires;

c) detailed analysis of each individual activity aimed at verifying the precise content, concrete operational methods, allocation of responsibilities, as well as the existence or non-existence of each of the offense hypotheses indicated by the Legislative Decree.

Specifically, the Risk Processes within which predicate offenses may theoretically be committed are as follows:

- purchase of goods, services, and consultancy;
- compliance with health and safety regulations in the workplace;
- corporate compliance, capital stock interventions, and extraordinary operations;
- management of tax obligations;
- management of relations with Certification Bodies;
- management of relations with Public Administration;
- credit and litigation management;
- environmental management system;
- information system management;
- management of commercial activities and marketing;
- management of expense reports and representation expenses;
- management of financing, subsidies, or contributions;
- management of financial and monetary flows and administrative-accounting obligations;
- management of trademarks and patents;
- preparation of the Financial Statements;
- intercompany relations;
- research, development, and production;
- selection, hiring, and management of personnel.

In the current version of the Organizational Model, the following areas of activity are identified as Risk Processes in relation to the Legislative Decree, and consequently regulated to prevent the commission of offenses, concerning the following categories of predicate offenses:

- offenses committed in relations with the Public Administration (arts. 24 and 25);
- cybercrimes and unlawful data processing (art. 24-bis);
- organized crime offenses (art. 24-ter);

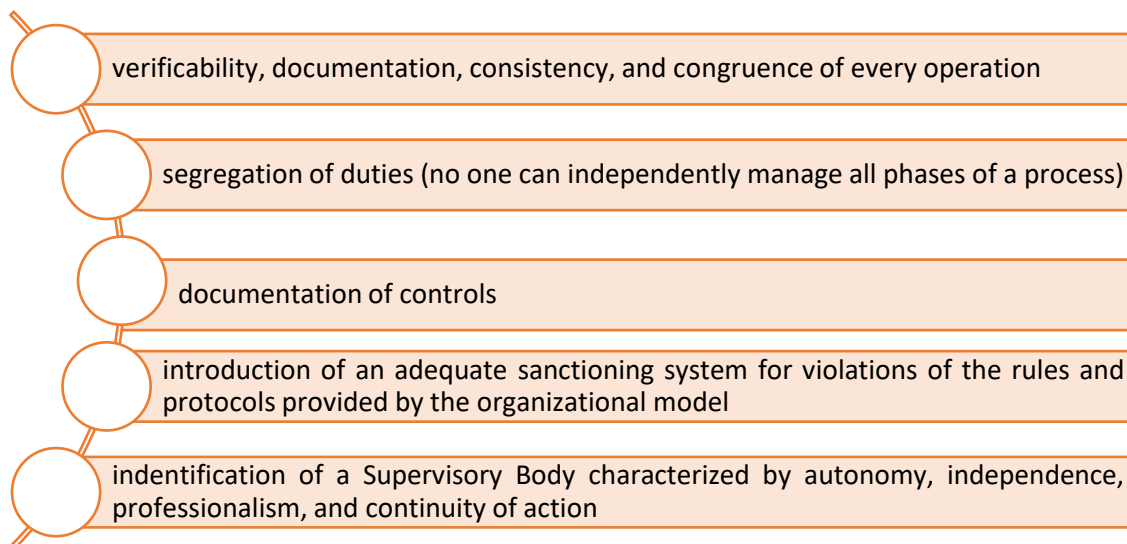
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- falsification of currency, public credit cards, stamps, and identification documents (art. 25-bis);
- offenses against industry and commerce (art. 25-bis.1);
- corporate offenses (art. 25-ter);
- offenses against individual personality (art. 25-quinquies);
- manslaughter and serious or very serious injuries committed in violation of accident prevention and occupational health and safety laws (art. 25-septies);
- receiving, money laundering, and use of money, goods or benefits of illicit origin, as well as self-laundering (art. 25-octies);
- offenses concerning payment instruments other than cash (art. 25-octies.1);
- offenses related to copyright infringement (art. 25-novies);
- inducement not to make statements or to make false statements to the Judicial Authority (art. 25-decies);
- offense of employing third-country nationals with irregular residence (art. 25-duodecies);
- tax offenses (art. 25-quinquiesdecies).

XTN commits to continuously monitoring its activities, both in relation to the offenses listed above and with respect to possible amendments and integrations to the Legislative Decree.

DESIGN OF ORGANIZATIONAL AND PROCEDURAL SAFEGUARDS

Pursuant to Article 6, paragraph 2, of the Decree, the Organizational Model must, among other things, “provide specific protocols aimed at planning the formation and implementation of the entity’s decisions in relation to the offenses to be prevented.” This provision highlights the need to establish — or improve where already existing — appropriate mechanisms for proceduralizing management and decision-making processes, in order to make the various phases of each corporate process documented and verifiable. It is therefore clear that the set of organizational structures, activities, and operational rules applicable — as directed by management — within the company must be designed for this specific purpose, with the intent of reasonably ensuring the achievement of goals included within an adequate and efficient risk monitoring system, including the risk of incurring the sanctions provided by the Legislative Decree. The existing organizational framework is inspired by the following principles:



DISSEMINATION, COMMUNICATION AND TRAINING

Adequate training and continuous/periodic information for personnel regarding the principles and requirements contained in the Organizational Model represent factors of great importance for the correct and effective implementation of the company's prevention system. The Recipients are required to have full knowledge of the objectives of correctness and transparency pursued through the Organizational Model and of the methods through which XTN has intended to achieve them by preparing an adequate system of procedures and controls.

INITIAL COMMUNICATION

The adoption of this Organizational Model, together with its attachments and the Whistleblowing Policy, is communicated to the Recipients by delivering a copy of the Model (in paper and/or electronic format), which must be accompanied by acknowledgment of receipt, and by posting the document in a place accessible to all Recipients. Furthermore, XTN will ensure the publication of the Model on the company intranet. New hires will be informed of the adoption of the Organizational Model through the delivery of a copy of the Model and the Code of Ethics (in paper and/or electronic format) and the Whistleblowing Policy.

COMMUNICATION REGARDING ANY CHANGES TO THE ORGANIZATIONAL MODEL

Any changes to the Organizational Model must be communicated to the Recipients, with an explanation of the modifications, through mechanisms – including electronic ones – capable of proving the actual and informed receipt of the communication..

TRAINING

Training activities aimed at spreading knowledge of the legislation referred to in the Legislative Decree are differentiated in terms of content and delivery methods, depending on the status of the Recipients, the risk level of the area in which they operate, and whether or not they hold representation roles within XTN. In particular, the level of training and information provided to XTN personnel will be more in-depth for those working in high-risk areas. Training includes not only specific courses but also the use of dissemination tools, such as occasional update emails or internal information notes. In any case, following the formal adoption of the Organizational Model by the Board of Directors, a general introductory course will be held to illustrate the relevant regulatory framework, the guiding principles of the Organizational Model, reporting obligations, and behavioral rules to follow in risk areas.

The training program may be carried out using methods that allow, among other things, the updating of all Recipients regarding new developments and additions to the legislation and Organizational Model.

Mandatory participation in training sessions will be formalized through a request, possibly in electronic form, for a signature of attendance. Within its remit, the Supervisory Body (Organismo di Vigilanza) may arrange specific checks to verify the quality of the training programs' content and the actual effectiveness of the training provided. Unjustified non-participation may be considered by XTN as a violation of the Organizational Model.

XTN promotes awareness and compliance with the Organizational Model, the Code of Ethics, and the Whistleblowing Policy also among external Collaborators and other third parties identified by the Supervisory Body. The General Part of the Organizational Model and the Whistleblowing Policy are made known to Third Parties by publication on the Company's website. These parties will thus receive appropriate information on the principles, policies, and procedures adopted by XTN based on this Model, as well as the contractual clauses that, consistent with the principles, policies, and Protocols contained in the Organizational Model and the Code of Ethics, will be adopted by XTN.

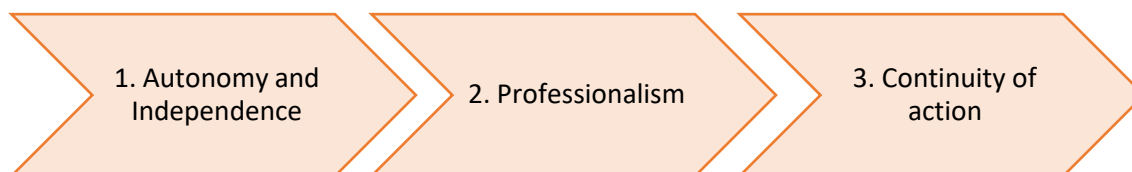
SUPERVISORY AND CONTROL BODY

ROLE OF THE SUPERVISORY AND CONTROL BODY

The Board of Directors of XTN, in compliance with the provisions of the Legislative Decree, has established the Supervisory and Control Body (OdV), which is entrusted with the task of overseeing the functioning and compliance with the Organizational Model, as well as ensuring its updating. Therefore, the activities of supervision and control provided for in the Organizational Model fall within the competence of XTN's Supervisory Body.

The appointment of the OdV, as well as any possible revocation (for just cause), is the responsibility of the Board of Directors. The OdV reports directly to the Board of Directors.

According to the provisions of the Decree (Articles 6 and 7) and the guidelines contained in the accompanying report to the Legislative Decree, the characteristics of the OdV must be:



1. Autonomy and Independence

The requirements of autonomy and independence ensure the effective fulfillment of the tasks and functions assigned to the Supervisory Body (OdV). To this end, it is necessary that the OdV is not directly involved in the management activities that are subject to its control activity, nor is it hierarchically subordinate to those carrying out such activities.

These requirements can be achieved by guaranteeing the OdV the highest hierarchical independence, providing for a reporting activity to the Top Management, namely the Chairman of the Board of Directors and the other members of the Board of Directors.

2. Professionalism

The OdV must possess technical and professional skills adequate to the functions it is called to perform. These characteristics, combined with independence, ensure objectivity of judgment.

3. Continuity of Action

The OdV must:

1. Work constantly on the supervision of the Organizational Model with the necessary investigative powers, also with the support of external consultants;
2. Oversee the implementation of the Organizational Model and ensure its constant updating;
3. Not perform operational tasks that could affect the overall view of the company activities required of it.

COMPOSITION AND APPOINTMENT OF THE SUPERVISORY BODY

XTN has opted for a single-member supervisory body. At the time of appointment, the Board of Directors obtains evidence regarding the independence, professionalism, and integrity requirements of the members, pursuant to Article 109 of Legislative Decree no. 385 of 1 September

1993 ("Requirements of professionalism and integrity of company representatives"). The Supervisory Body (OdV) remains in office for the period defined by the Board of Directors in the appointment deed. Replacement before the expiry of the term can only occur for just cause or justified reason, including but not limited to:

- voluntary resignation by the OdV;
- incapacity due to natural causes;
- loss of integrity requirements;
- failure to notify the Board of Directors of the occurrence of a cause for forfeiture as specified in paragraph 9.3 below;
- occurrence of any suspension or revocation causes as specified in paragraph 9.3 below.

The Board of Directors of XTN determines the annual remuneration for the Supervisory Body for the entire term of office. In cases of forfeiture, suspension, or revocation of a member of the Supervisory Body, the Board of Directors proceeds to restore its composition; the newly appointed member shall serve for the entire duration of the mandate of the other members. For all other operational aspects, the OdV will self-regulate through a specific Regulation, accompanied by rules aimed at ensuring its best functioning. The adoption of such Regulation shall be communicated to the Board of Directors at the earliest available meeting.

CAUSES OF (IN)ELIGIBILITY, REVOCATION, FORFEITURE, AND SUSPENSION OF THE SUPERVISORY BODY

Per Regarding the requirements of integrity, those who are subject to the conditions set forth in Article 2382 of the Italian Civil Code ("Causes of ineligibility and forfeiture") cannot serve as members of the Supervisory Body. To allow the Board of Directors to assess the presence or absence of incompatibility or conflicts of interest, the OdV must disclose during the appointment proposal examination:

- conflicts of interest, including potential conflicts, with XTN;
- direct or indirect ownership of significant shareholdings in XTN pursuant to Article 2359 of the Italian Civil Code;
- administrative roles with delegations or executive assignments within XTN;
- ongoing criminal proceedings in Italy or abroad, convictions (even if not final), or plea agreements ("patteggiamento"), except for the effects of rehabilitation or extinction of the crime.

The OdV is responsible for promptly communicating any changes during the term of office. Upon receiving such communication, the Board of Directors evaluates the requirements of integrity and compatibility.

Revocation

The Board of Directors of XTN may revoke the OdV if significant breaches of the mandate occur concerning the tasks set out in the Organizational Model; in cases of violation of the obligations under the OdV Regulation; when the Board becomes aware of any pre-existing causes of ineligibility before the appointment not disclosed in the self-certification; and when the causes of forfeiture specified below occur.

Forfeiture

The Supervisory Body forfeits its office when, after its appointment:

- it finds itself in any of the situations contemplated by Article 2382 of the Italian Civil Code ("Causes of ineligibility and forfeiture");
- the integrity requirements are no longer met.

Suspension

Causes for suspension from the function of Supervisory Body include:

- the application of a personal precautionary measure;
- the provisional application of one of the preventive measures under Article 10, paragraph 3, of Law no. 575 of 31 May 1965 "Measures against the mafia," as amended by Article 3 of Law no. 55 of 19 March 1990, and subsequent amendments.

VERIFICATION OF THE EFFECTIVENESS AND CONSTANT UPDATING OF THE ORGANIZATIONAL MODEL AND INTERVENTION PLAN

The Supervisory Body (OdV), coordinating with the managers of the organizational units involved from time to time, must periodically verify the effectiveness and suitability of the Organizational Model to prevent the commission of offenses as per the Legislative Decree. In particular, the following are foreseen:

1. Verification of individual acts. For this purpose, it will periodically review acts and contracts related to risk processes, according to methods identified by the OdV itself;
2. Verification of the Special Part and Protocols. It will periodically check the effectiveness and implementation of the Special Part and Protocols of the Organizational Model;
3. Verification of the level of knowledge of the Organizational Model, also through analysis of requests for clarification or reports received;

4. Periodic updating of the Risk Assessment activity aimed at reviewing the map of potentially risky activities, particularly in the event of changes in the organization or business of XTN, as well as in case of additions or modifications to the Legislative Decree.

For the planned exercise of supervisory powers assigned, the OdV submits its Intervention Plan annually to the Board of Directors, informing them about the activities it plans to carry out and the areas subject to verification. The Supervisory Body may also carry out, within sensitive company activities and when deemed necessary to perform its functions, unplanned checks (“surprise audits”).

In implementing the Intervention Plan, the OdV adopts procedures useful for carrying out supervision and control activities, which will be communicated to the relevant functions, and may establish working groups on specific topics. In particular circumstances (e.g., emergence of previous violations or high turnover), the OdV will apply systematic procedures for identifying and analyzing risks.

Specifically, it may request to consult documentation related to the activities carried out by individual Offices or Organizational Units and by persons responsible for the risk processes subject to control and/or verification, including the possibility to make copies, conduct interviews, and request written reports if necessary. During these operations, the OdV must keep the Head of the relevant Office or Organizational Unit constantly informed.

Following the verifications carried out, the OdV may report any observations and/or suggestions to the hierarchical superior of the person who committed the violation.

The activities carried out by the OdV must be documented, even in summary form. The related documentation must be kept by the OdV itself, ensuring confidentiality, including compliance with personal data protection regulations.

Following the verifications conducted, any changes in legislation, and the possible emergence of new risk processes, the OdV proposes to the Board of Directors any necessary adjustments and updates to the Organizational Model.

For verification activities, the OdV may avail itself of external consultants with adequate expertise.

For the specific purpose of performing its functions, the Board of Directors, taking into account the activities of the OdV, allocates a budget to ensure adequate financial and managerial autonomy, except in documented urgent cases where the OdV may incur expenses, informing the Chairperson and notifying the first available Board meeting.

INFORMATION OBLIGATIONS TOWARDS THE SUPERVISORY BODY

For effective supervision of the implementation of the Organizational Model, the Recipients, by virtue of their role and responsibilities, are required to transmit information flows to the Supervisory Body as indicated in the Organizational Model. The modalities and timing of ad hoc

information flows to the OdV for specific potentially risky areas are detailed in Annex 3 – Information Flows to the Supervisory Body.

In any case, the OdV is granted all powers under the Organizational Model to request, at any time, any information, data, document, or news from the Recipients. The Recipients must provide the requested information promptly.

Furthermore, any information or news that is considered relevant under the Organizational Model must be transmitted without delay to the OdV.

In addition, the Senior Management is required to inform the Supervisory Body of:

- a. any changes relating to both the delegation system and the organizational structure of XTN;
- b. any new business activity or opening of a new site;
- c. any information relevant to compliance, functioning, and updating of the Organizational Model.

Failure or delayed communication to the OdV of the information flows listed above will be considered a violation of the Organizational Model and may be sanctioned according to the Disciplinary System outlined in paragraph 11 below.

All information sent to the OdV is processed and stored by the OdV itself in a dedicated electronic and/or paper archive maintained in compliance with the European Regulation 2016/679 on personal data protection (GDPR).

Information should be sent electronically to the OdV at the email address odv@xtn-lab.com or in paper form to the following address: XTN Cognitive Security S.r.l., c/o Supervisory Body, Via Santa Caterina, 95, 38062, Arco (TN), Italy.

REPORTING OF VIOLATIONS – WHISTLEBLOWING

Recipients who decide to make a Violation Report must comply with the procedures set out in the Whistleblowing Policy published on the website of Cy4Gate S.p.A., accessible at the following address: [CY4GATE Group | Home](#)

Retaliatory, harassing, or discriminatory acts, whether direct or indirect, for reasons connected, directly or indirectly, to the report are strictly prohibited; such protection is guaranteed to the whistleblower even when the report, albeit unfounded, is made in good faith and with reasonable grounds.

The prohibition of retaliation is established by Article 17 of Legislative Decree 24/2023, which is hereby fully referenced. Any actions taken in violation of this prohibition shall be null and void.

INFORMATION FROM THE SUPERVISORY BODY TO CORPORATE BODIES

The Supervisory Body (OdV) reports directly to the Board of Directors regarding matters related to the Organizational Model.

The OdV informs the Board of Directors, also in writing, at least semi-annually about the application and effectiveness of the Organizational Model (specifically indicating the controls carried out and their outcomes, as well as any updates to the risk processes), or at different times concerning specific or significant situations.

The OdV may be summoned by the Board of Directors to report on its activities and may request a meeting with the Board. Furthermore, the OdV may request to be heard by the Board whenever it deems it appropriate to promptly report violations of the Organizational Model or to draw attention to issues related to the functioning and compliance with the Organizational Model itself. In cases of necessity and/or urgency, the OdV may communicate directly with the Chairman of the Board of Directors.

The OdV is also responsible for providing appropriate clarifications in the presence of interpretative problems or questions related to the Organizational Model.

MANAGEMENT OF FINANCIAL RESOURCES

Article 6, paragraph 2, letter c) of the Legislative Decree requires the identification of financial resource management methods suitable to prevent the commission of offenses.

Therefore, XTN has deemed it appropriate, as a supplement to the Organizational Model, to issue a Protocol related to the Management of financial and monetary flows, accounting, financial statements, and tax obligations—known as Protocol PT2—which regulates, for each type of transaction, the involved parties and their respective powers, the tools adopted, and the connections with the administrative/accounting system.

SECTION III

DISCIPLINARY SYSTEM

GENERAL PRINCIPLES

This disciplinary system is adopted pursuant to Article 6, paragraph 2, letter e), and Article 7, paragraph 4, letter b) of the Legislative Decree. The system aims to sanction Violations, including those identified following reports (as described in the Whistleblowing Policy), in compliance with relevant regulations and applicable collective labor agreements (CCNL), where applicable. The imposition of disciplinary sanctions for Violations of the Code of Conduct principles indicated in the Special Part and in the Protocols of the Organizational Model is independent of any initiation of criminal proceedings and the outcome of any related judgment for the commission of offenses provided by the Legislative Decree.

SCOPE OF APPLICATION

The disciplinary system applies to all Recipients, in particular to:

- Employees (Managers and Clerks);
- Executives;
- Top Management;
- Third Parties.

VIOLATIONS

Sanctions may be applied in cases of violations consisting of:

- a) Illegal conduct relevant under the Legislative Decree or breaches of the Organizational Model.
- b) Failure to comply with the Code of Ethics and/or the Whistleblowing Policy;
- c) Violations that directly or indirectly constitute offenses under the Legislative Decree;
- d) Failure to participate, without justified reason, in training provided concerning the Legislative Decree, Organizational Model, and Code of Ethics;
- e) Failure to provide truthful evidence of activities performed regarding the documentation, preservation, and control of acts, thus impeding transparency and verifiability;
- f) Failure to comply with and/or evasion of the control system, carried out through removal, destruction, or alteration of supporting documentation, or activities aimed at preventing those responsible and the Supervisory Body (OdV) from controlling or accessing requested information and documentation;

– GENERAL PART –

- g) Non-compliance with provisions related to signing authority and delegation systems;
- h) Failure to meet information obligations towards the OdV.

The above list is exemplary and not exhaustive.

GENERAL CRITERIA FOR IMPOSING SANCTIONS

Any non-compliance and/or violations of the Organizational Model are reported by the OdV, not only to the hierarchical superior of the person involved but also to the Chairman of the Board of Directors responsible for imposing the sanctions provided by law. In individual cases of violation, the type and extent of specific sanctions will be applied in proportion to the severity of the offenses and, in any case, considering the elements listed below:

- 1 • subjective element of the conduct, depending on intent (dolus) or negligence (culpa)
- 2 • the significance of the violated obligations
- 3 • the level of hierarchical and/or technical responsibility
- 4 • The presence of aggravating or mitigating circumstances-particularly regarding professionalism, previous work experience, the circumstances under which the act was committed and any recidivism
- 5 • The possible shared responsibility with other parties who contributed to the misconduct
- 6 • Behaviors that could potentially compromise the effectiveness of the Organization Model, the Code of Ethics and/or the Whistleblowing Policy

If multiple infractions punishable by different sanctions are committed with a single act, the most severe sanction will be applied. The imposition of disciplinary sanctions, regardless of whether a procedure has been initiated and/or the outcome of any criminal trial, must be guided by the principle of timeliness, as far as possible and compatible with the applicable collective labor agreements (CCNL). In any case, the authority and exercise of disciplinary power or the exercise of contractual rights must be carried out in compliance with the current system of delegations and powers of attorney.

SANCTIONS FOR EMPLOYEES (MANAGERS – STAFF)

Pursuant to the combined provisions of Articles 5, letter b) and 7 of the Legislative Decree, subject to prior notification and the procedure prescribed by Article 7 of Law No. 300 of May 20, 1970 (so-called Workers' Statute) as well as the applicable collective labor agreement (CCNL) for XTN employees, the sanctions set forth in this paragraph may be applied to managers and staff, taking into account the general criteria outlined above:

a) Verbal reprimand

The sanction of a verbal reprimand may be imposed in cases of minor negligent violations of the Principles of Conduct set out in the Organizational Model, the Code of Ethics, and/or the Whistleblowing Policy, or procedural errors due to non-serious negligence. No prior notification is required.

b) Written reprimand

The written reprimand applies in cases of repeated offenses by the employee, following an initial verbal reprimand as per letter a), or in case of commission of violations.

c) Fine up to a maximum of 4 hours' pay

In addition to cases of repeated violations that could lead to a written reprimand, a fine (equivalent to a maximum of four hours' pay) may be applied when, due to the hierarchical or technical level of responsibility, the negligent and/or culpable behavior is of such gravity as to potentially compromise the effectiveness of the Organizational Model, the Code of Ethics, and the Whistleblowing Policy.

d) Suspension without pay

The sanction of suspension without pay and from work (up to a maximum of 10 days, graduated according to the severity of the facts committed) may be imposed in cases of serious violations of the Principles of Conduct and Protocols, the Code of Ethics, and/or the Whistleblowing Policy, which expose XTN to liability towards third parties, as well as in cases of repeated violations leading to the application of a fine. Additionally, it may be imposed in cases of violation of protective measures for the whistleblower as per paragraph 9.5 of the Model - General Part - or in cases of making serious reports with intent or gross negligence that subsequently prove entirely unfounded.

e) Dismissal with notice

Dismissal with notice is imposed in cases of multiple repeated violations as described in the previous point. It may also be imposed where violations of the Principles of Conduct and Protocols, the Code of Ethics, and/or the Whistleblowing Policy were committed with intent or gross negligence and concern critical aspects for XTN, to the extent that suspension alone is insufficient.

f) Dismissal without notice

Dismissal without notice, resulting in immediate termination of the employment relationship, may be imposed for offenses so serious as to undermine the trust relationship with XTN and therefore

prevent even provisional continuation of employment, including, by way of example but not limited to:

- i. Violation of the Principles of Conduct and Protocols with external relevance and/or fraudulent circumvention thereof, committed with behavior aimed at committing a relevant offense under the Legislative Decree, Code of Ethics, and/or Whistleblowing Policy;
- ii. Violation and/or circumvention of the control system, carried out by removing, destroying, or altering documentation or by preventing authorized personnel and the Supervisory Body (OdV) from accessing requested information and documentation.

Where an employee incurs one of the offenses punishable by dismissal without notice, XTN may order the immediate suspension of the employee. If XTN decides to proceed with dismissal, it will take effect from the day the suspension began. If the aforementioned employees hold a power of attorney to represent XTN externally, the imposition of the sanction may also result in the revocation of that power of attorney.

SANCTIONS FOR EXECUTIVES

Pursuant to the combined provisions of Articles 5, letter b) and 7 of the Legislative Decree and the applicable laws and contracts in force, the sanctions indicated in this section may be applied to executives, observing the general criteria for imposition, including formal requirements (written notification and request for explanations):

a) Written warning

The sanction of a written warning may be imposed in cases of negligent non-compliance with the Principles of Conduct and Control Protocols indicated in the Special Part of the Organizational Model, the Code of Ethics, and in cases of unlawful behavior identified in the Whistleblowing Policy.

b) Dismissal without notice

Dismissal without notice may be imposed in cases that cause a breach of trust so serious as to prevent even provisional continuation of the employment relationship, including but not limited to:

- i. Violation of the Principles of Conduct and Protocols with external relevance and/or fraudulent circumvention thereof, committed through behavior aimed at the commission of a relevant offense under the Legislative Decree, the Code of Ethics, and/or the Whistleblowing Policy;
- ii. Violation and/or circumvention of the control system, carried out by removing, destroying, or altering documentation or by preventing those responsible and the Supervisory Body (OdV) from performing control or accessing requested information and documentation.

If an executive incurs one of the offenses punishable by dismissal, XTN may order immediate precautionary suspension of the executive. If XTN decides to proceed with dismissal, it will take effect from the day the suspension began.

Where executives hold a power of attorney to represent XTN externally, the imposition of a written warning may also result in revocation of that power of attorney.

SANCTIONS FOR THE COMPANY'S TOP MANAGEMENT

Violations of the Organizational Model, the Code of Ethics, and/or the Whistleblowing Policy by the Top Management are reported to the Board of Directors, which will take the most appropriate measures.

Among the sanctions applicable to the Top Management are: revocation of delegated powers, power of attorney, and/or appointment granted to the individual and, if also employed by the Company, the sanctions provided for in the previous paragraphs 11.5 and 11.6 may be imposed. Regardless of protective measures, the Company reserves the right to pursue liability and/or compensation actions.

VIOLATIONS AND SANCTIONS FOR THIRD PARTIES

XTN considers any conduct by Consultants, Suppliers, or other parties with contractual relationships with XTN (also "Third Parties") that may entail the risk of committing one of the Offenses to be reprehensible.

Therefore, Third Parties who have:

- a) Violated principles contained also in the Code of Ethics relevant to the subject of the assignment or engaged in conduct directed at committing a relevant offense pursuant to the Legislative Decree and/or unlawful conduct identified in the Whistleblowing Policy;
- b) Violated and/or circumvented XTN's control system, including by removing, destroying, or altering documentation related to the assignment or preventing those responsible and the Supervisory Body (OdV) from control and/or access to requested information and documentation;
- c) Failed to provide XTN and/or its control bodies with documentation evidencing the activities performed or provided incomplete or untruthful documentation, thereby hindering transparency and verifiability;
- d) Violated, including through omissions, laws, regulations, and/or other company provisions regarding occupational health and safety or environmental issues;

will be considered in breach of their contractual obligations, with all legal consequences; this may result — in the most serious cases and consistent with contractual provisions — in contract termination and/or revocation of the assignment, as well as compensation for damages possibly suffered by the Company.

SECTION IV

This Section IV of the Organizational Model refers to the Special Part documents and the Protocols, whose principles of conduct and control mechanisms must be observed by the Recipients in order to eliminate or at least reduce to an acceptable level the risk of behaviors constituting one of the offenses whose commission may result in the application of the sanctions provided for by Legislative Decree no. 231 of June 8, 2001, as amended and supplemented.

PROTOCOLS

- **PROTOCOLS “PT1 – Management of relations with Public Administration**
- **PROTOCOLS “PT2 – Management of financial and monetary flows, accounting, financial statements, and tax obligations**
- **PROTOCOLS “PT3 – Management of purchases of goods, services, and consultancy”;**
- **PROTOCOLS “PT4 – Management of commercial activities, product configuration, and marketing**