



PROCEDURE

Management of reports of wrongdoing and protection of the whistleblower (Whistleblowing Policy)

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1. PURPOSE AND SCOPE

The purpose of this document is to regulate the whistleblowing process (from reporting to outcome) as well as the requirements necessary to ensure the compliance of the processes with the regulations in force.

Whistleblowing is an act of manifestation of civic sense, through which the whistleblower contributes to the emergence and prevention of violations, risks and/or situations that are detrimental or potentially detrimental to the company concerned by the report and, consequently, to the collective public interest.

This document applies to MM S.p.A., providing for the use of the institution both by MM employees and by external parties. The document has been updated pursuant to Legislative Decree no. 24/2023, implementing Directive (EU) no. 1937/2019 "on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national regulatory provisions".

1.1 Violations Reported, Reported, or Publicly Disclosed

Information on breaches must relate to conduct, acts or omissions of which the whistleblower or complainant has become aware in a present or past (public or private) working context, not only with regard to those who have an employment relationship "in the strict sense" with the public or private sector organisation, but also to consultants, collaborators, volunteers, trainees, shareholders of the same subjects and persons with administrative, management, control, supervisory or representation functions¹.

Legislative Decree no. 24/2023 establishes that information on violations, including well-founded suspicions, of national and European Union regulations that harm the public interest or the integrity of the public administration or private entity committed within the organization of the entity with which the whistleblower or complainant has one of the qualified legal relationships considered by the legislator (see art. 2 co.1, letter a) of Legislative Decree no. no. 24/2023).

Information on violations may also concern violations not yet committed that the whistleblower reasonably believes could be committed on the basis of concrete elements, i.e. irregularities and anomalies (symptomatic indices) that the whistleblower believes may give rise to one of the violations provided for by the decree.

The legislator has typified the cases of violations and in particular, as regards violations of national law, the following are included:

- Civil torts,
- Administrative offences,
- Relevant unlawful conduct pursuant to Legislative Decree no. 231/2001 and violations of the organisational and management models provided for in Legislative Decree no. 231/2001,
- Criminal and accounting offences.

As regards breaches of EU law, this includes:

- Offences committed in violation of EU legislation indicated in Annex 1 to Legislative Decree no. 24/2023 and all national provisions implementing it (even if the latter are not expressly listed in the aforementioned annex) (art. 2, para. 1, lett. a) n. 3). In particular, these are offences relating to the sectors: public contracts; financial services, products and markets and the prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and

¹ This is also the case in pre-contractual situations, probationary periods or situations after the termination of the legal relationship if information on violations was acquired during the course of the relationship itself



nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and protection of personal data and security of network and information systems²

- Acts or omissions affecting the financial interests of the European Union (Article 325 TFEU combating fraud and illegal activities affecting the financial interests of the EU) as identified in EU regulations, directives, decisions, recommendations and opinions (Article 2(1)(a) no. 4)³
- Acts or omissions concerning the internal market, which affect the free movement of goods, persons, services and capital (Article 26(2) TFEU). This includes infringements of EU competition and state aid rules, corporate tax rules and mechanisms designed to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax rules (Article 2(1)(a)(5))⁴
- Acts or conduct that frustrate the object or purpose of the provisions of the European Union in the sectors referred to in nos. 3, 4 and 5 indicated above (art. 2, para. 1, lett. a) n. 6)⁵
- Violations of restrictive measures of the European referred to in Chapter I-bis, Title I, Book II of the Italian Criminal Code, and article 12, para. 1-bis, of Legislative Decree No. 286 of July 25, 1998 (art. 1, para. 1).

In order to allow the competent Functions/Bodies to proceed with the necessary investigations to verify the validity of the facts being reported, the report must be as exhaustive as possible and, preferably, contain the following elements:

- personal details of the person making the report;
- a clear and complete description of the facts reported;
- if known, the circumstances of time and place in which the acts were committed;
- if known, the personal details or other elements that allow the identification of the person(s) who carried out the reported facts;
- the indication of any other subjects who can report on the facts subject to reporting;
- an indication of any documents that may confirm the validity of these facts;
- an indication of any interest in the report of which the whistleblower is the bearer, on his own behalf or on behalf of third parties;

any other information that can provide useful feedback on the existence of the reported facts.

1.2. Reports with content excluded from the application of the whistleblowing rules

Information on violations that can be reported or reported does not include information that is clearly unfounded, information that is already totally in the public domain, as well as information acquired only on the basis of rumors or rumors that are scarcely reliable (so-called rumors).

Reports relating to:

- disputes, claims or requests related to a personal interest of the reporting person or of the person who has filed a complaint with the judicial authority that relate exclusively to his or her individual

² By way of example, think of the so-called. environmental offences such as the discharge, emission or other release of hazardous materials into the air, soil or water, or the unlawful collection, transport, recovery or disposal of hazardous waste

³ Think, for example, of fraud, corruption and any other illegal activity related to Union expenditure

⁴ Think, for example, of a company operating on the market in a dominant position. The law does not prevent such an undertaking from gaining a dominant position on a market by virtue of its merits and capabilities, nor from ensuring that less efficient competitors remain on the market. However, such an undertaking could undermine, by its conduct, effective and fair competition in the internal market through the use of so-called anti-inflammatory drugs. abusive practices (adoption of so-called predatory prices, target discounts, bundling) in contravention of the protection of free competition.

⁵ Those elements concerning conduct aimed at concealing violations can also be reported. Think, for example, of the concealment or destruction of evidence about the commission of the violation.



employment or public employment relationships, or inherent to his or her employment or public employment relationships with hierarchically superior figures⁶

- violations governed by the directives and regulations of the European Union and in the implementing provisions of the Italian legal system which already guarantee appropriate reporting procedures.⁷
- breaches of national security, as well as procurement of defence or national security aspects, unless such aspects fall under the relevant secondary legislation of the European Union.

Such violations are therefore exempt from the regulation and protection provided for whistleblowing reports.

2. PROCESS DESCRIPTION

2.1. Internal reporting channels

All reports must be received through one of the following channels:

- a) through **an IT platform** specifically used for reporting wrongdoing that can be reached at the following link: <https://mmspa.segnalazioni.net>. The platform is a service provided in S.a.a.S. (*Software ad a Service*), which guarantees the impartiality of the system. The data entered is subject to encryption both in transmission and storage, as well as to asymmetric encryption (with particular regard to reports, attachments, activity logs and sessions). The system guarantees the utmost confidentiality and/or anonymity of the whistleblower. Once the report has been sent, the platform provides a code number with which the whistleblower can check the status of their report and communicate with the competent Functions/Bodies without the need to use any e-mail account. For more details, please refer to the User Manual on the platform.
- b) by means **of a voice messaging system**, managed within the same platform referred to in point a), using the link <https://mmspa.segnalazioni.net>. With a view to full protection of the whistleblower, the whistleblower's voice will be unrecognizable thanks to an integrated voice distortion system. It should also be noted that it is possible to respond to the voice message both in written form and by voice message via platform. With the consent of the whistleblower, the voice message may be recorded by the reporting management body on a device suitable for storage and playback;
- c) at the request of the whistleblower, by means of **a confidential direct meeting**, in the presence of the competent internal subjects. The management body, with the consent of the whistleblower, may record the meeting using devices suitable for storage and playback or, if recording is not possible, draw up a report that must also be signed by the reporting person.

2.2. Receipt of the report

All reports, received through any of the channels provided for in the previous point, are received by means of a notification from the platform, from the Supervisory Body (SB) - the reporting management body. In accordance with the provisions of Legislative Decree 24/2023, SB provides, within 7 days from the date of

⁶ Therefore, for example, reports concerning labour disputes and pre-litigation phases, discrimination between colleagues, interpersonal conflicts between the reporting person and another worker or with hierarchical superiors, reports relating to data processing carried out in the context of the individual employment relationship in the absence of damage to the public interest or the integrity of the public administration or private entity are therefore excluded

⁷ The European Union, in fact, has long recognized in a significant number of legislative acts, in particular in the financial services sector, the value of the protection of reporting persons with the obligation to activate internal and external reporting channels, also placing the explicit prohibition of retaliation. Think, for example, of market abuse reporting procedures or the protection of whistleblowers under the prudential framework applicable to credit institutions and investment firms. The reporting of such violations remains, therefore, excluded from the scope of application of Legislative Decree no. 24/2013, as well as those, as mentioned, provided for in other special disciplines that regulate *whistleblowing* in specific sectors.



receipt of the report, to confirm to the whistleblower that the report has been received, again through the platform (which, thanks to the encryption system of the message and the whistleblower, guarantees the confidentiality of the same).

At the same time and again through the platform, the SB, if the examination, even summary, of the report does not lead to different assessments, proceeds to the next investigation phase, assigning, where deemed necessary, the investigation to the relevant company departments on a case-by-case basis.

All internal parties involved in the management of reports must, in compliance with the provisions of Regulation (EU) 679/2016, receive specific appointments as subjects authorised to process personal data (through the appropriate Form, attached to this Procedure, to be submitted for signature by the Data Controller). In the event that external parties are appointed to manage reports, they must act as data processors on the basis of a specific agreement entered into with the company.

It should be noted that any / potential incompatibilities⁸ relating to the subjects with the functions of receiving / investigating the report will be the subject of specific assessment by the Company and will result in the abstention of these subjects from any phase of management of the report itself. If the internal report is submitted to a party other than the one identified and authorised by the company, where the whistleblower expressly declares that he or she wishes to benefit from whistleblowing protections or this intention can be inferred from the report, the report is considered a "whistleblowing report" and must be transmitted, within seven days of its receipt, to the competent internal party, giving simultaneous notice of the transmission to the reporting person. Otherwise, if the whistleblower does not expressly declare that he or she wishes to benefit from the protections, or if this intention is not inferred from the report, such a report is considered as an ordinary report.

Presidential Decree no. 62 of 2013 provides that the report can be submitted to the hierarchical superior. The latter, if the whistleblower declares that he or she wishes to avail himself of the protections as a whistleblower or this desire can be inferred from the report, is required to transmit it to the competent party, within seven days, as indicated above.

It should be noted, however, that a report submitted to a non-competent party can be considered *whistleblowing* even if the desire to make use of the protections is inferred from conclusive conduct (for example, from the use of a special form for *whistleblowing reports* or from the reference to the relevant legislation).

2.3. Preliminary investigations

Investigations must be managed with the utmost confidentiality and under the supervision and supervision of the Supervisory Body - the body managing the reports.

The SB, upon receipt of the report, carries out an in-depth preliminary analysis, in order to verify the relevance (i.e., whether the report was submitted by one of the persons authorized under Legislative Decree No. 24/2023 and whether the subject matter of the report falls within the scope of application of the same decree – the so-called subjective and objective requirements) and the validity of the facts referred to in the report.

If the report is not relevant and therefore cannot be qualified as whistleblowing, the Supervisory Body may forward it to the competent internal MM department/office, which will manage it as an ordinary report, if it's possible, and in any case notify the reporting person.

If the absence of sufficiently detailed elements emerges or, in any case, the groundlessness of the facts, the SB will archive the report and highlight the reasons for it to the whistleblower through the IT platform. In addition, the whistleblower will be given feedback on the negative outcome within 3 months from the date of the

⁸ For example, such persons could be the whistleblower itself, or the person involved or affected by the report, or they could be in one of the typical and atypical conflict situations referred to in article 51 of the Italian Code of Civil Procedure or articles 6 and 7 of Presidential Decree No. 62/2013.



acknowledgment of receipt of the report (or, in the absence of such notice, from the expiry of the seven-day period from the submission of the report).

Conversely, where, as a result of the preliminary analyses, useful and sufficient elements emerge or are in any case inferred for an investigation of the case, the SB appoints, if necessary, the business functions responsible on a case-by-case basis, in relation to the report received, or eventually external parties, in compliance with the provisions of Regulation (EU) 679/2016, for subsequent analysis (preliminary investigation phase), using the best analysis techniques. In order to protect the confidentiality of the whistleblower as much as possible, the managing body prefers to share carefully anonymized extracts of the report.

In particular, it should be noted that in the event that, following the preliminary analyses, the report is found to concern - even only potentially - significant violations pursuant to Legislative Decree 231/01 (e.g. commission or alleged commission of significant offences pursuant to Legislative Decree 231/01, violations or alleged violations of the Organisation, Management and Control Model, the Code of Ethics or the relevant internal regulations of MM S.p.A.), the Supervisory Body will remain responsible for the preliminary phase.

The appointed business functions must conduct the investigation as soon as possible, also taking into account the nature and complexity of the report, and in any case within 3 months from the date of the acknowledgement of receipt of the report (or, in the absence of such notice, from the expiry of the seven-day deadline from the submission of the report), in line with the provisions of Legislative Decree 24/2023. At the end of the investigation, the manager (SB) provides feedback to the reporting person.

It should be noted that, in accordance with art. 2, paragraph 1, letter o), of Legislative Decree no. 24/2023, "feedback" means the communication to the reporting person of the information relating to the follow-up that is given or intended to be given to the report; pursuant to the same article, paragraph 1, letter n), "follow-up" means the action taken by the person entrusted with the management of the report to assess the existence of the facts, the outcome of the investigations and any measures adopted.

In addition, it is highlighted that the feedback may consist of the communication of the dismissal, the opening of an internal investigation and possibly the related findings, the measures taken to address the issue raised, the referral to a competent authority for further investigation. The data and documents subject to the report, as well as the working papers of the preliminary phase and any reports drawn up by the designated Functions, are stored within the platform *repository*, which guarantees the highest confidentiality / security measures for the whistleblower.

It should be noted that, if the report comes from channels other than the platform or the voice messaging system integrated therein, the report will still be managed within the platform which, as mentioned above, provides adequate guarantees aimed at preserving the content of the report and the identity of the whistleblower.

The SB and the appointed business functions may always talk to the whistleblower through the platform and, if necessary, if the whistleblower consents, through telephone or personal conversations, always taking care that the protection of the confidentiality of the whistleblower and the reported person is not compromised. All meetings (telephone or personal) will be supported by minutes and reported on the platform, updating the file started with the report.

The identity of the whistleblower, if he or she wishes to remain anonymous, must not be communicated to any of the other parties involved in the process, except in cases expressly regulated by law.

If necessary, the SB shall forward all documentation received – while ensuring the confidentiality of the whistleblower's identity – to the competent judicial Authorities, pointing out that the report was received in accordance with whistleblowing regulations. If the identity is subsequently requested by the judicial or accounting Authority, the reporting managing body shall provide this information, after notifying the whistleblower.



Anonymous reports, i.e. without elements that allow their author to be identified, will be taken into consideration for further verification only if they relate to facts of particular gravity and with a content that is adequately detailed and circumstantial. The requirement of the truthfulness of the facts or situations reported, to protect the accused, remains unaffected.

Everyone is expected to cooperate unreservedly and provide all the information in their possession. Failure to cooperate, or only partial cooperation with the preliminary activities, will result in disciplinary measures.

With regard to the disciplinary system applicable to those responsible for offenses sanctioned by ANAC (art. 21 of Legislative Decree 24/2023), please refer to the General Section of the Organization, Management, and Control Model of MM S.p.A. (paragraph 4.2 - "Violations").

3. EXTERNAL SIGNALING CHANNELS

We inform you that ANAC has activated a special external reporting channel to which the whistleblower can turn in cases where:

- there is no mandatory activation of the internal reporting channel in the whistleblower's work context or it is not active or, even if active, does not comply with the provisions of the Decree;
- the reporting person has already made an internal report and it has not been acted upon, or the reporting person has reasonable grounds to believe that if he or she were to make an internal report, it would not be followed up effectively or could lead to a risk of retaliation;
- the reporting person has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

In addition, Legislative Decree 24/2023 provides, as a *last resort*, for the possibility for the whistleblower to also resort to the tool of public disclosure, i.e. the transmission of information on violations through the press or electronic means or in any case means of dissemination capable of reaching a large number of people. This means can only be used where:

- the internal/external reports submitted by the whistleblower have not been followed up;
- the whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest;
- the whistleblower has reasonable grounds to believe that the external report may involve risks of retaliation or may not be effectively followed up due to the specific circumstances of the specific case.

4. RIGHTS OF THE WHISTLEBLOWER

In line with the provisions of art. 12 of Legislative Decree 24/2023, the identity of the whistleblower cannot be revealed, without the express consent of the whistleblower, to persons other than those competent to receive/follow up on the report and the processing of personal data relating to the report is managed in compliance with Regulation (EU) 679/2016.

The confidentiality and confidentiality of the information received must also be guaranteed.

In criminal proceedings, the identity of the whistleblower is covered by secrecy in the manner and within the limits provided for in Article 329 of the Code of Criminal Procedure.

In the proceedings before the Court of Auditors, the identity of the whistleblower may not be revealed until the conclusion of the investigation phase.

In the context of disciplinary proceedings, the identity of the whistleblower may not be revealed, where the challenge to the disciplinary charge is based on separate and additional investigations with respect to the report, even if consequent to the same. If the complaint is based, in whole or in part, on the report and knowledge of the identity of the whistleblower is essential for the defence of the accused, the report will be



usable for the purposes of disciplinary proceedings only in the presence of the whistleblower's consent to the disclosure of his identity.

It should be noted that the protection measures, in line with the provisions of current legislation, are applied, in addition to the whistleblower, also to facilitators, to people in the same work context as the whistleblower linked to him by a stable emotional or kinship bond within the fourth degree, to the whistleblower's work colleagues, as well as to the entities owned by the reporting person or for which he works or which in any case operate in the same work context of the whistleblower.

The protection measures do not apply in the event that the whistleblower reports unlawful conduct that he or she knows to be false or to which he or she has contributed. In such cases, the civil and/or criminal liability of the whistleblower for the hypothesis of slanderous or defamatory, manifestly false and/or opportunistic reports remains unaffected.

The whistleblower's report is also exempt from the right of access provided for by art. 22 et seq. of Law 241/1990 (and subsequent amendments and additions). The document cannot, therefore, be viewed or copied by applicants, falling within the scope of the exclusion cases referred to in art. 24, paragraph 1, letter a), of Law no. 241/90 (and subsequent amendments and additions).

Finally, it is worth pointing out that the person involved or the person mentioned in the report, with reference to their personal data processed in the context of the report, cannot exercise the rights that the GDPR normally grants to data subjects (the right of access to personal data, the right to rectify them, the right to obtain their erasure or the so-called right to be forgotten, the right to restriction of processing, the right to portability of personal data and the right to object to processing). This is because the exercise of these rights could result in an actual and concrete prejudice to the protection of the confidentiality of the identity of the reporting person.

In such cases, therefore, the reported person or the person mentioned in the report is also precluded from the possibility, if they believe that the processing concerning them violates these rights, to contact the data controller and, in the absence of a response from the latter, to lodge a complaint with the Data Protection Authority.

No form of retaliation or discriminatory measure, direct or indirect, affecting working conditions for reasons directly or indirectly related to the complaint is permitted or tolerated against the person who makes a report pursuant to this procedure and the legislation in force. Discriminatory measures and retaliation against whistleblowers are defined as unjustified disciplinary actions, which include (in addition to dismissal, suspension, demotion or reduction of salary), harassment in the workplace, change of function or workplace, suspension of training, intimidation and any other form of retaliation that leads to intolerable working conditions, as well as discrimination and reputational damage, in particular through social media.

Against employers or superiors who implement retaliatory measures on whistleblowers, administrative fines of up to € 50,000.00 may be imposed by ANAC (National Anti-Corruption Authority).

5. TRAINING

The Company plans and provides all company employees with specific training activities on whistleblowing, in order to inform recipients about:

- main provisions of a legislative-regulatory nature in force;
- operating and process rules activated by MM S.p.A. for the receipt and management of reports (such as: possible reportable violations, persons authorised to report pursuant to current legislation, methods and tools that can be used for reporting, internal and external skills, roles and responsibilities, operating rules activated for the receipt and management of reports, timing of investigation and feedback on reports, etc.).

The training, to be considered a compulsory activity, will be provided and updated according to future organizational and legislative changes.



With reference to the parties involved in the management/investigation of reports, they must:

- be the recipient of specific training on data protection;
- receive adequate professional training on whistleblowing, also with reference to concrete cases.

By way of example and not exhaustively, the following are some issues on which staff should be adequately trained:

- regulatory aspects, which concern the principles and provisions contained in the Decree, with a specific focus on the obligations that must be carried out by the personnel entrusted with the management of the reporting channel (for example, the activities provided for by Article 5 of the Decree), as well as with respect to Data Protection obligations;
- procedures and assumptions: in-depth overview of the policies, procedures and operating methods adopted, also by practice, by the company for the management of the reporting channel (e.g., the phases of management of reports from the moment of receipt, to the subsequent investigation and feedback to the whistleblower);
- general principles of conduct, in order to promote an adequate understanding and awareness of some general principles such as, for example:
 - confidentiality and confidentiality: the need to apply appropriate technical and organisational measures by the staff entrusted with the management of reports, in order to safeguard the confidentiality of the information throughout the process of managing the reports;
 - ethics and integrity: promotion of an ethical and intact environment within the company, as well as the importance of acting with honesty, transparency and responsibility in the management of reports;
 - Active listening, communication skills and collaboration: raising awareness among the staff entrusted with the management of reports about active listening, empathic communication and understanding of the psychological aspects inherent in the management of reports, with particular regard to discussions with the reporting person, as well as regarding the appropriate and adequate practices of team collaboration with the other company functions involved in the management of the signalling.

This training must be provided on a periodic basis, in order to ensure the effectiveness of the aforementioned training.

6. MONITORING OF THE PROCEDURE'S FUNCTIONING

In compliance with ANAC Guidelines on whistleblowing, the Company's governing body⁹ provides a general monitoring of the correct functioning of this procedure.

7. ANNEXES AND REFERENCES

- A027_INCWH_Nomina a Incaricato del trattamento Whistleblowing
- Italian Law no. 179 of 30 November 2017 "Provisions for the protection of those who report crimes or irregularities of which they have become aware in the context of a public or private employment relationship"
- Italian Legislative Decree 231/2001
- Italian Law 190/2012
- EU Directive 2019/1937

⁹ The Company's body with administrative and organizational functions



- Italian Legislative Decree 24/2023
- ANAC Guidelines on whistleblowing (Resolution No. 311 of July 12, 2023, and Resolution No. 478 of November 26, 2025)