



## WHISTLEBLOWING POLICY (PROCEDURE FOR REPORTING UNLAWFUL AND IRREGULAR ACTIONS)

PURSUANT TO ITALIAN LEGISLATIVE DECREE No. 24 OF 2023



### 1. LEGAL SOURCE AND NATURE OF THE PROCEDURE

This procedure is adopted by the companies belonging to the Metlac Group: Metlac S.p.A., Ceritec S.r.l. and e Metinks S.r.l. (hereinafter referred to as "**Metlac**") and has been drawn up in accordance with the provisions of Legislative Decree No. 24 of 10 March 2023, which transposes Directive (EU) 2019/1937 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 law*" (hereinafter referred to as "**Whistleblowing Decree**").

This procedure also constitutes an integral part of the Organisational, Management and Control Model of each of the companies of the Metlac Group and has been drawn up in accordance with the provisions of paragraph 2-*bis* of Article 6 of Legislative Decree No. 231 of 2001 (hereinafter 'Decree 231'), as last replaced by Article 24, paragraph 5, Whistleblowing Decree.

In particular, with this decree the legislator has defined, inter alia:

- the protection enjoyed by the Whistleblower;
- entities and companies' obligations in terms of prohibition of retaliatory acts, non-discrimination of Whistleblowers and protection of their confidentiality;
- the need for one or more channels enabling Whistleblowers to submit reports, while ensuring the confidentiality of the identity of the Whistleblower, the person involved or the person in any case mentioned in the report, as well as the content of the report and the relevant documentation;

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- the need to hear from trade union representatives or organisations (in accordance with Article 4 of the Whistleblowing Decree);
- the circumstances for an external report to be made;
- the prohibition of retaliatory or discriminatory acts against Whistleblowers for reasons related to the reports;
- the need to include in the disciplinary system adopted pursuant to Article 6(2)(e) of Decree No. 231 of 2001 penalties against those found to be responsible for the offences referred to in Article 21(1) of the Whistleblowing Decree.

It should also be noted that, in adopting this procedure, account was taken of the operational guide published by Confindustria in October 2023 entitled "New whistleblowing regulations, operational guide for private entities".

## 2. DEFINITIONS

### 2.1. WHISTLEBLOWING

Pursuant to Article 2 of the Whistleblowing Decree and as set out in the ANAC (Italian National Anti-Corruption Authority) Guidelines approved by Resolution no. 311 of 12 July 2023, the term "**Whistleblowing**" refers to "*information, including well-founded suspicions, on violations already committed or not yet committed (but which, on the basis of concrete elements, could be committed), as well as on conduct aimed at concealing them (e.g. concealment or destruction of evidence); this must be conduct, acts or omissions of which the Whistleblower has become aware in the work context*"<sup>1</sup>.

### 2.2. THE RECIPIENTS OF THE WHISTLEBLOWING POLICY: WHISTLEBLOWERS

From the combined provisions of Art. 1 and Art. 2 of the Whistleblowing Decree, it emerges that the expression "**Whistleblower (s)**" refers to a person who reports or discloses to judicial or accounting authorities violations of national or European Union law of which he/she has become aware in a work context and that harm the public interest or the integrity of the public authority or private entity.

With specific reference to the private sector, in accordance with Article 3 of the Whistleblowing Decree, potential Whistleblowers include:

- the **employees of private-sector entities**, including workers whose employment relationship is governed by Italian Legislative Decree No. 81 of 15 June 2015, or by Article 54-bis of Decree-Law No. 50 of 24 April 2017, converted, with amendments, by Law No. 96 of 21 June 2017;
- **self-employed workers**, including those referred to in Chapter I of Italian Law No. 81 of 22 May 2017, as well as those engaged in the collaboration relationship referred to in Article 409 of the Code of Civil Procedure and Article 2 of Legislative Decree No. 81 of 2015, who carry out their work activities with entities in the private sector;

<sup>1</sup> In accordance with the provisions of the ANAC Guidelines, reference must be made to a broad scope of application and not limited to those who have an employment relationship in the strict sense of the term (e.g. consultants, contractors, volunteers or trainees, etc.).

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- **contractors and their staff** who work for private-sector entities, providing goods or services or performing work for third parties;
- **freelance professionals and consultants** providing work for private-sector entities;
- **volunteers and trainees, paid and unpaid**, who work in private-sector entities;
- **shareholders** and **persons with administrative, management, control, supervisory or representative functions**, even if such functions are exercised on a merely de facto basis, in public-sector or private-sector entities.

\* . \* . \*

The regulation also provides that the protection of Whistleblowers referred to above also applies if the report, the complaint to the judicial or accounting authorities or the public disclosure of information takes place in the following cases:

- a) when the legal relationship referred to in para. 3 has not yet begun, if information on infringements has been acquired during the selection process or at other pre-contractual stages;
- b) during the probationary period;
- c) after termination of the legal relationship if the information on infringements was acquired in the course of that relationship.

### 2.3. RECIPIENTS OF REPORTS

Reports are handled by an internal group (hereinafter referred to as the "**Whistleblowing Committee**") of cross-departmental senior persons within the Metlac Group, namely: HR Manager, Accounting & Finance Director and Health, Safety, Environment & Sustainability Director.

It is understood that - should a Report concern a breach of the Model or one of the offences referred to in Decree 231 - it will be handled by the Whistleblowing Committee in agreement with the Supervisory Board.

The members of the Whistleblowing Committee have been trained on the contents of the Whistleblowing Decree and the contents of this procedure, with broad freedom of action.

## 3. PURPOSE OF THE WHISTLEBLOWING POLICY

The main purpose of this procedure is to contrast and prevent unlawful actions by Metlac personnel and persons who, in the performance of their work activities, interact with Metlac.

To this end, Metlac intends to encourage the disclosure of prejudicial conduct of which the Whistleblower has become aware in the context of his or her work, and to guarantee the Whistleblower forms of protection in accordance with the provisions of the Whistleblowing Decree.

In light of the aforementioned considerations, this Whistleblowing Policy regulates analytically:

- the subject matter and content of the Report;

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- the recipients of the Report;
- the reporting procedure;
- the management of reports;
- the protections afforded to the Whistleblower;
- the applicable fines and disciplinary actions.

#### **4. SUBJECT MATTER OF REPORTS**

Reports may - alternatively - relate to violations of national and European Union law that harm the public interest or the integrity of the public authority or private entity, of which the Whistleblower has become aware in a public or private employment context.

Given the different corporate situations of the companies belonging to Metlac Group, in accordance with the provisions of Article 3 of the Whistleblowing Decree, Reports may have a different subject matter, and in particular:

**(A) For all three companies Metlac S.p.A., Ceritec S.r.l., Metinks S.r.l.,** (as they meet the criterion set out in Article 2, letter "q", point 3): adoption of their own Organisational, Management and Control Model):

- unlawful conduct relevant for the purposes of Decree 231;
- violations of the Organisational, Management and Control Model.

**(B) Only for the companies Metlac S.p.A. and Ceritec S.r.l.,** in addition to (A) above:

- administrative, accounting, civil or criminal offences;
- offences falling within the scope of EU or national law relating to the following areas: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems;
- acts or omissions harming the financial interests of the European Union as set out in the Whistleblowing Decree;
- acts or omissions concerning the internal market, including violations of European Union competition and state aid rules, as well as violations concerning the internal market related to acts that violate corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the object or purpose of the applicable corporate tax law, as set out in the Whistleblowing Decree;
- acts or conduct that frustrate the object or purpose of the provisions of EU law.

of which the Whistleblower has become directly aware by reason of the work relationship or which have been acquired on the occasion of and/or by reason of the performance of work duties, even if only by chance.

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\* . \* . \*

On the other hand, the scope of the procedure does not include the cases excluded by the Whistleblowing Decree, including:

- a) disputes, claims or demands linked to a personal interest of the Whistleblower or of the person lodging a complaint with the judicial or accounting authorities that relate exclusively to his or her individual employment relationships, or inherent to his or her employment relationships with hierarchically superior persons;
- b) reports of violations already mandatorily regulated by European Union or national law or by national law implementing European Union law;
- c) reports of national security breaches, as well as contracts relating to defence or national security aspects, unless these aspects are covered by secondary EU law.

## 5. CONTENT OF REPORTS - ADMISSIBILITY CRITERIA

In order for the Whistleblowing Committee to be able to assess the information reported, it is necessary for it to be as complete and detailed as possible.

In particular, **for a Report to be deemed admissible**, the following essential elements must be clearly present:

1. the **identifying data** of the Whistleblower (name, surname, email);
2. the **circumstances of time and place in which the event that is the subject of the Report occurred** (description of the facts that are the subject of the Report, specifying the details of the circumstantial news and, where present, also the manner in which the reported facts came to the knowledge of the Whistleblower, as well as the relationship between the Whistleblower and Metlac);
3. the **details or other elements that make it possible to identify the person to whom the reported facts are to be attributed**.

It should also be noted that it is useful **to attach documents** that may provide evidence of the facts being reported, as well as an indication of other persons potentially aware of the facts.

**It is in any case indispensable that the elements indicated are known directly by the Whistleblower and not reported by others.**

In order to facilitate Reporting, the platform made available by Metlac will guide the Whistleblower through each stage of the Reporting and, in order to better substantiate the Reporting, he/she will be asked to fill in multiple sections to meet the aforementioned admissibility criteria.

\* . \* . \*

**Metlac does not accept anonymous reports.**

\* . \* . \*

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If a report does not meet the above criteria, it will be deemed inadmissible and will be closed. In any case, the Whistleblower will receive - via the platform - feedback on the filing and the reasons for non-admissibility.

## 6. REPORTING PROCEDURE

In accordance with the provisions of the Whistleblowing Decree, the Whistleblower may submit a Report by using one of the following methods:

- **Internal Channel:** Metlac provides the specially designed and accessible **whistleblowing platform** (named "WHB platform"):
  - via a link published on the company Intranet in the QHSE&Sustainability Portal section.

The Whistleblowing platform will also be published on Metlac's website ([www.metlac.com](http://www.metlac.com)), in the Sustainability section.

The aforementioned internal channel ensures the confidentiality of the Whistleblower and of the persons involved in the report, of the content of the report and of the documentation relating to it.

Metlac also reserves the right to modify the channels already established or to introduce new channels based on the outcomes and evaluations of the first application of this edition of the Whistleblowing Policy within the company, as well as on the orientations and trends that will develop on the subject.

Reports received will be recorded confidentially, classified and collated by the Whistleblowing Committee, which will store them and follow up on them as provided for in the other chapters of the document.

\* . \* . \*

In accordance with the provisions of Article 6 of the Whistleblowing Decree, the Whistleblower may also have recourse to the **external reporting channel** set up by the National Anti-Corruption Authority (available at the link: <https://whistleblowing.anticorruzione.it>) if one of the following conditions is met:

- there is no mandatory activation of the internal reporting channel within the working context, or this channel, even if mandatory, is not active or, even if activated, does not comply with the provisions of Article 4 of the Whistleblowing Decree;
- the Whistleblower has already submitted an internal report under Article 4 and the report has not been followed up;
- the Whistleblower has reasonable grounds to believe that, if he or she were to submit an internal report, the report would not be effectively followed up or that the report might give rise to the risk of retaliation;
- the Whistleblower has reasonable grounds to believe that the breach may constitute an imminent or obvious danger to the public interest.

## 7. REPORT FOLLOW-UP

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Upon receipt of a Whistleblowing Report through the WHB Platform, maintaining absolute confidentiality as to the identity of the Whistleblower, the Whistleblowing Committee will investigate, conducting the appropriate investigations and verifications, which entail, inter alia, the following activities.

## 7.1 RECEIPT OF THE REPORT, FEEDBACK TO THE WHISTLEBLOWER AND PRELIMINARY CHECKS

The purpose of the preliminary analysis is to verify the validity of a Report, as well as checking the prerequisites are in place.

In particular, the prerequisites of the report relating to the Whistleblower (namely, he/she falls within the cases provided for in paragraph 2.2) and the subject matter prerequisites (namely, the subject matter of the report falls within the provisions of paragraph 4) will be checked.

Following these checks, the Whistleblowing Committee may alternatively:

- a) **proceed with immediate closing**, where the Report has been deemed inadmissible by reason of the provisions of the Whistleblowing Decree (e.g., for failure to meet the admissibility criteria, if the Report is made anonymously, or if the content of the Report is generic and such as not to allow the understanding of the facts);
- b) **request, if possible, further information from the Whistleblower**, where the report is not well substantiated but deemed worthy of further verification. If it is not possible to gather sufficient information to substantiate the report and initiate an investigation, it is closed;
- c) proceed with the **further steps of the investigation**, if the report appears to be supported by precise and concordant factual elements.

In this case, the Whistleblowing Committee will promptly involve the Supervisory Board in order to assess (in a joint session) whether the Report received is also relevant for the purposes of Decree 231: if so, the Report will then be processed with the support of the Supervisory Board of the Metlac Group company involved and in accordance with the provisions of the Organisational, Management and Control Model of the Metlac Group company involved.

**It is understood that, in any event, following the receipt of a Whistleblowing Report through the WHB Platform, the Whistleblowing Committee will issue an acknowledgement of receipt within 7 (seven) days.**

## 7.2 IN-DEPTH INVESTIGATION

If the preliminary analysis shows the Report to be relevant and there is sufficient evidence to consider it wholly or partly well-founded, more detailed analysis and verification activities will subsequently be launched, also with the help of the corporate departments affected by the Report.

If the Report concerns a breach of Model 231, it will be shared by the Whistleblowing Committee with the Supervisory Board of the Metlac Group company involved in the Report, which will work in synergy in the investigation and analysis of the reported facts.

It is understood that if the Whistleblowing Report concerns one of the members of the Whistleblowing Committee (or a member of the Supervisory Board of the Metlac Group company involved in the Whistleblowing Report), the Report will be dealt with without his/her involvement.

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As part of these activities, the Whistleblowing Committee may carry out any verification it deems appropriate, including, but not limited to:

- the power to access necessary or appropriate documentation
- the power to request additional information and documentation
- the power to interview the Whistleblower and any other person who may report on the facts reported
- the power to plan, autonomously and without any interference, its own activities

In addition, the Whistleblowing Committee (and the Supervisory Board of the Metlac Group company involved in the Whistleblowing) may - in addition to the support and cooperation of other company resources - avail itself of experts or external consultants (such as criminal lawyers, accountants and other professionals), as well as liaising with external control bodies.

### 7.3 REPORT CLOSURE

Once the investigation has been completed, the Whistleblowing Committee may either dismiss the report as unfounded, informing the Whistleblower accordingly, or declare the report well-founded and refer the matter to the competent internal bodies/departments for follow-up (General Management and the administrative body of the Metlac Group company involved in the report), since the Whistleblowing Committee has no competence to assess individual responsibilities or any subsequent measures or proceedings.

In any case, the Report will be processed, at each stage, taking care to trace and file the related documentation (minutes, written communications, etc.), with due respect for the confidentiality of the Whistleblower's identity, and of the related information, facts and documents, taking care to redact any type of data that might allow the identification of the Whistleblower or of any other person involved.

## 8. INTERACTION BETWEEN WHISTLEBLOWING COMMITTEE AND WHISTLEBLOWER

Following the receipt of a Report, the Whistleblowing Committee shall provide the Whistleblower with confirmation of receipt of the Report **within 7 (seven days)** via the WHB Platform.

In carrying out the investigation and handling of the Report, the Whistleblowing Committee:

- maintains contacts with the Whistleblower, asking the latter for any additions via the platform;
- provides diligent follow-up to the Report received;
- **gives feedback to the Whistleblower within 3 (three) months from the date of acknowledgement of receipt of the Report** or, in the absence of such notification, within three months from the date of expiry of the seven-day period from the submission of the Report. In particular, the reporting party will be informed alternatively:
  - a) of the closure of the report, stating the reasons;
  - b) that the report is well-founded and has been forwarded to the competent internal bodies;
  - c) the work carried out up to the time of the notification, the results of the investigations and the further assessments carried out by the departments involved.

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## 9. MEASURES TO PROTECT WHISTLEBLOWERS

### 9.1. MEASURES FOR WHISTLEBLOWERS PROTECTION

Reports must be made in good faith, without prejudice to the criminal liability of the Whistleblower should a Report constitute slander or defamation or another offence, without prejudice to the non-punishable actions under the Whistleblowing Decree referred to in this Par. 9.1. and Par. 9.2.

In particular, in accordance with the provisions of the Whistleblowing Decree, **the following measures**, are provided for in favour of the Whistleblower:

- **prohibition of retaliation**<sup>2</sup> on account of a Report;
- **support measures**, which consist of information, assistance, advice free of charge from third-sector entities indicated in a list available on ANAC's website on how to report and the regulatory provisions in favour of Whistleblowers and the person involved in the report;
- **protection from retaliation**, which includes:
  - o the possibility of notifying ANAC of retaliation one believes to have suffered as a result of a Report;
  - o the provision of nullity for acts taken in breach of the prohibition of retaliation, which can also be enforced in court;
- **limitations of liability** in the event of the disclosure (or dissemination) of violations covered by the obligation of secrecy or relating to the protection of copyright or the protection of personal data, or of information on violations that offend the reputation of the person involved or reported, if
  - o at the time of disclosure (or dissemination) there were reasonable grounds to believe that disclosure was necessary to disclose the breach and the conditions set out in Paragraph 7.2 below were in place;
  - o
- **limitations of liability**, unless the act constitutes a criminal offence, for the acquisition of or access to information on violations;
- **penalties against those who engage in retaliatory acts** (as further explained in paragraph 9 of this procedure).

\* . \* . \*

**The same forms of protection are also provided in favour of Connected Persons**, thereby meaning:

<sup>2</sup> In particular, **retaliation** means the cases provided for in Article 17 of the Whistleblowing Decree, including the following cases, which are set out below by way of example only:

- a. dismissal, suspension or equivalent measures;
- b. change of functions;
- c. non-renewal or early termination of a fixed-term employment contract;
- d. discrimination or otherwise unfavourable treatment;
- e. early termination or cancellation of a contract for the supply of goods or services.

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- (i) facilitators, i.e. natural persons assisting the Whistleblower in the process of submitting a Report, operating within the same work context and whose assistance must be kept confidential (these are persons who, having a qualified connection with the Whistleblower, might suffer retaliation on account of said connection);
- (ii) persons in the same employment context as the Whistleblower who are linked to him/her by a stable emotional or family relationship up to the fourth degree;
- (iii) the Whistleblower's work colleagues who work in the same work context and have a regular and current relationship with him/her;
- (iv) entities owned by or for which the Whistleblower works, or entities operating in the same work environment.

## 9.2. CONDITIONS FOR THE APPLICATION OF PROTECTION MEASURES

The protection measures listed above apply to the Whistleblower and to Connected Persons provided that:

- a. at the time of the Report, the Whistleblower had reasonable grounds to believe that the information provided was true and fell within the scope of the Whistleblowing Decree;
- b. the Report was made in accordance with the provisions of the Whistleblowing Decree.

## 10. OBLIGATIONS OF CONFIDENTIALITY RELATING TO THE IDENTITY OF THE WHISTLEBLOWER (and processing of personal data in the management of the internal reporting channel)

Without prejudice to the further confidentiality obligations provided for by the Whistleblowing Decree, the identity of the Whistleblower and any other information from which such identity may be directly or indirectly inferred may not be disclosed, without the express consent of the Whistleblower, to persons other than those competent to receive or follow up the Reports, who have been expressly authorised to process such data in accordance with the provisions in force on the protection of personal data.

The processing of personal data in the management of the internal reporting channel and of the Reports received must be carried out in accordance with the provisions of the Whistleblowing Decree, the GDPR and the Privacy Code.

In particular, Metlac has defined its own model for receiving and managing internal reports, identifying technical and organisational measures suitable for guaranteeing a level of security appropriate to the specific risks arising from the processing operations performed, on the basis of a data protection impact assessment pursuant to Article 35 of the GDPR.

All the requirements of the Whistleblowing Decree for privacy purposes, as well as those required under the GDPR and the Privacy Code, have been met by Metlac.

## 11. FINES AND DISCIPLINARY ACTIONS

Pursuant to Article 21 of the Whistleblowing Decree, without prejudice to other liabilities, **any person responsible for any of the following conducts:**

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- o retaliation against the Whistleblower or Connected Persons in connection with Reports;
- o obstructing or attempting to obstruct the submission of the Alert;
- o breach of confidentiality obligations under the Procedure and the Whistleblowing Decree;
- o failure to establish Whistleblowing channels in accordance with the requirements of the Whistleblowing Decree;
- o failure to adopt a procedure for making and handling reports or failure to comply with the Whistleblowing Decree;
- o failure to check and analyse the Reports received.

is subject to fines (from EUR 10,000 to EUR 50,000) to be applied by ANAC.

\* . \* . \*

**In addition, the disciplinary actions set out in the Model, to which reference is made, are applicable to all the conducts listed above.**

The same disciplinary actions will also be applied to the Whistleblower when (other than in specific cases provided for in the Whistleblowing Decree) the following is established with regard to the Whistleblower:

- (i) criminal liability for defamation or slander, even only by a judgement of first instance, or, in any event, for the offences committed by reporting to the judicial authority; or
- (ii) civil liability, for the same reason, in cases of wilful misconduct or gross negligence.

## 12. INFORMATION AND TRAINING

This procedure will be made available on Metlac's website in the Sustainability section, and is already available on the corporate Intranet (together with the Model), as well as being posted on the notice board.

Training on whistleblowing and, in general, on the provisions of this procedure, is also included in the staff training plans provided by Metlac on compliance.

The persons forming the Whistleblowing Committee must attend a specific training course organised by Confindustria or other recognised training bodies.

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