

European Union Whistleblower Policy – Italy Procedure

ITALY PROCEDURE

This Country Procedure (the “**Procedure**”) supplements the European Union Whistleblowing Policy. In the event of a conflict, this Procedure shall prevail.

Purpose and Scope

This Procedure is implemented in Italy by Mastercard Europe SA Branch Office Italy (“**Mastercard Italy**”).

This Procedure applies to:

- Mastercard Italy’s employees, former employees, or persons who are self-employed and have worked for Mastercard Italy;
- Mastercard Italy’s shareholders and members of the managing, governing or supervisory body, including non-executive members;
- Mastercard Italy’s volunteers;
- Mastercard Italy’s paid or unpaid trainees;
- any person working under the supervision and direction of Mastercard Italy’s contractors, subcontractors or suppliers;
- individuals who receive information during the recruiting process or pre-employment negotiations with Mastercard Italy.

(together, the “**Reporters**”)

The protections provided to the Reporters under Italian law and this Policy also apply to:

- (i). the legal representatives of employees in the exercise of their functions of advising and supporting the Reporter;
- (ii). individuals who, within the organisation in which the Reporter works, assist the Reporter in the reporting process;
- (iii). individuals who are related to the Reporter and who may suffer reprisals, such as co-workers or relatives of the Reporter; and
- (iv). individuals for whom the Reporter works or with whom he/she has any other type of relationship in an employment context or in which he/she has a significant shareholding.

This Procedure covers the reporting of the following in relation to the activities of Mastercard Italy:

- a) administrative, accounting, civil or criminal violations which are not deemed as relevant under points c), d), e) and f) below;
- b) any relevant misconduct according to Italian Legislative Decree no. 231/2001, or violations of any relevant provisions provided under the company management model in accordance with the above Italian Legislative Decree no. 231/2001, if any;
- c) any relevant misconducts violating European Union or local regulations, even if not regulated by any Italian law provisions, related to: (i) public procurement; (ii) financial services, products and markets, and prevention of money laundering and terrorist financing; (iii) product safety and compliance; (iv) transportation safety; (v) environmental protection; (vi) radiation protection and nuclear safety; (vii) food and feed safety, animal health and animal welfare; (viii) public health; (ix) consumer protection; (x) protection of privacy and personal data, and the security of networks and network and information systems; (xi) any other relevant violations according to administrative, criminal, civil regulations;
- d) any relevant misconduct listed under Article 325 of the Treaty on the Functioning of the European Union;
- e) any relevant acts or omissions relating to the local market, as referred to in Article 26(2) of the Treaty on Functioning of the European Union, including violations of EU competition and State aid rules, as well as infringements relating to the local market related to acts in breach of 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;
- f) any relevant acts of omissions in breach of the object or purpose of the provisions of any Union acts in the areas indicated in points c), d) and e) above.

(together, the “**Breaches**”)

However, the following are expressly excluded from the scope of this Policy: facts/information/documents, regardless of their form or medium, the disclosure of which is prohibited because they are covered by national

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security, medical secrecy, secrecy of judicial deliberations, judicial investigations or judicial enquiries or legal professional secrets. Interpersonal conflicts are also excluded.

The Procedure also does not cover reports relating to your own personal circumstances, grievances, complaints or employment relationship. Such concerns will generally fall outside the scope of this Procedure, and it may be more appropriate to raise such matters under a different Mastercard policy or procedure.

Internal Reporting

In Italy, any reports of Breaches (a “**Report**”) may be reported to:

- [Senior Counsel](#)

The Reporters also may use the reporting channels identified at section 2.2.1 of the European Union Whistleblower Policy, without prejudice to the roles and responsibilities as set out below under paragraph “Investigation process”.

Anonymity and Confidentiality

Reports may be made anonymously or on an open basis. However, we strongly encourage Reports to be made on an open basis, where possible. Anonymous reporting may limit the extent to which we are able to fully investigate Reports and take remedial action.

Mastercard Italy will take steps to maintain confidentiality of the Reporters, the persons who are the subject of the Report, any third party mentioned in the Report, as well as the information collected by all recipients of the Report.

Where the Reporter has not given their name, the above-mentioned duty of confidentiality extends to any other information from which the identity of the Reporter may be directly or indirectly deduced.

Retaliation, as defined by relevant Italian law, against those making Reports, whether direct or indirect, and persons who facilitate or otherwise assist in the making of the Report or the investigation process will not be tolerated. Please refer to Mastercard’s Non-Retaliation Policy for further guidance.

Making Reports and acknowledgement

Reporters may make reports orally or in writing. Reporters may request a physical meeting. If Reporters request a physical meeting, this will be set up within a reasonable time-frame.

The Report will be acknowledged within 7 calendar days of the Report being made.

Investigation process

Once a Report has been made, Mastercard Italy will carry out an initial assessment to determine the scope of any investigation. The Reporters may be asked to provide further information in connection with any investigation process.

If the Report is deemed not to be in scope of this Policy and cannot thus be investigated, the Report must be informed within a reasonable timeframe about the reasons of the decision not to investigate the Report. The Reporter will be directed to the appropriate channel to raise their concern.

Mastercard Italy may involve also Mastercard’s General Counsel, Europe/Designee, in accordance with Section 2.3.1 of the European Union Whistleblower Policy, where the Report concerns facts that may involve several legal entities of the Mastercard group, for instance when the Report concerns more countries with broader legal implications that may need a group-level investigation.

Mastercard Italy will therefore assess whether the Report must and/or may be managed at local level, if the Report strictly concerns local situations and it does not have further and broader implications at territorial and/or organizational level, or if it is necessary to involve the General Counsel, Europe/Designee in accordance with Section 2.3.1 of the European Union Whistleblower Policy.

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Mastercard Italy will aim to keep the Reporters informed of the progress of any investigation and its likely timescale.

However, sometimes the need for confidentiality may prevent us from giving the Reporter specific details of the investigation or any action taken as a result. Reporters are required to treat any information about the investigation as strictly confidential.

In any event, even if the General Counsel, Europe/Designee is involved in accordance with Section 2.3.1 of the European Union Whistleblower Policy, and without prejudice to the need to obtain the Reporter's express consent to involve the General Counsel, Europe/Designee, Mastercard Italy still remains responsible for keeping confidentiality about the Report, providing a feedback and manage the Report.

If a Report is not received through the reporting channels mentioned in this Policy but through other unofficial channels or employees, the employee receiving such Report must immediately communicate the same to the reporting channel provided under this Policy within a maximum period of 48 hours, immediately deleting the Report received. The person who has received the Report must keep the Report strictly confidential. Failure to comply with these reporting and confidentiality obligations may lead to disciplinary action.

Feedback

Mastercard Italy will follow up with the Reporter in writing within maximum 3 months of the initial acknowledgement of the Report or, if no acknowledgment is received, 3 months from the expiry of a period of 7 calendar days following the Report, with high level information regarding the measures envisaged or adopted to follow up on the Report to address the Breach in question, with reasons for such measures, as far as it is possible, and subject to the Mastercard Italy's other obligations, including applicable laws and internal policies. Mastercard Italy's reporting channel remains responsible for this feedback and for addressing the Breach. In cases of special complexity that require an extension of the 3 month maximum term, this may be extended up to a maximum of 3 additional months.

The Reports are closed when the Breaches are inaccurate or unfounded, or when the Report has become irrelevant. The Reporter shall be informed in writing of the closure of the file. In any case, the relevant reporting channel will have to provide feedback to the Reporter as indicated above.

External Reporting

Mastercard Italy strongly encourages Reports to be made internally so that any concerns can be resolved. However, should Reporters decide to report their concerns externally in compliance to the relevant Italian law provisions, the competent authority is the National Anti-Corruption Authority (*Autorità Nazionale Anticorruzione*, "ANAC").

In particular, an external Report may be submitted to ANAC at: <https://whistleblowing.anticorruzione.it/#/> should one of the conditions reported on ANAC's platform are met.

Records

Records of all Reports made in accordance with this Procedure will be kept in accordance with Section 2.3.3 of the European Union Whistleblower Policy.

Personal Data Processing

The personal data processed in the context of a disclosure pursuant to the Procedure shall be processed in compliance with applicable data protection legislation, including the EU Regulation 679/2016 ("GDPR") and Italian Legislative Decree no. 196/2003.

In accordance with the applicable local rules, Mastercard Italy will not inform the person who is referred to in the report as a person to whom the Breach is attributed or any third party mentioned in the report regarding their personal data processing and may not satisfy their relevant rights (right to access, rectification, erasure, etc.), as long as this is necessary to prevent attempts to obstruct the report, to protect the investigation, to protect the Reporter's identity, and to protect the Reporter from any form of retaliation. Further details on how Mastercard

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Italy will process personal data for the purposes of providing the internal reporting channels and to investigate reports can be found [here](#) (for Mastercard employees), and [here](#) (for non-Mastercard employees).