

# WHISTLEBLOWING POLICY

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**Approved by:** Managing Director (CEO)

**Signature:**



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## 1. Introduction

1.1. The purpose of this "*Policy on Whistleblowing*" (the "Policy") is to:

- (a) provide for Musixmatch S.P.A. (the "Company" or "Musixmatch") to be promptly notified of any act or omission, event or claim that has or may have a material impact on the Company itself and its business;
- (b) encourage Recipients (as defined *below*) to promptly make the reports of violations and offenses provided for in Paragraph 3 ("Report" or "Whistleblowing");
- (c) inform Recipients that Reports will be carefully evaluated and investigated appropriately and that their confidentiality will be respected and protected, reassuring them that they may be able to raise concerns in good faith without fear of retaliation, even if they prove to be wrong;
- (d) make available clear information on the channel, procedures and prerequisites for making reports through both internal and external channels;
- (e) regulate the use of the reporting channels prepared by the Company in implementation of the provisions of Legislative Decree dated March 10, 2023, no. 24 (*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of persons who report breaches of Union law and laying down provisions regarding the protection of persons who report violations of national laws*), as well as in accordance with Law No. 179/2017 (*Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship*) ("Reporter" or "Whistleblower");
- (f) regulate the manner and timing of feedback related to ascertaining the validity and the facts' relevance of Reports and to specify the cases when corrective and/or disciplinary action should be taken to protect the Company.

## 2. Target audience

2.1. The Recipients of this Procedure are, first and foremost, the SHAREHOLDERS, CORPORATE BODIES, EMPLOYEES and COLLABORATORS of the Company, as well as certain categories of THIRD PARTIES who have or have had professional relationships with them:

- SHAREHOLDERS: the individuals who participate in the share capital of Musixmatch;

- **CORPORATE BODIES:** the Chairman and the members of the Board of Directors, the Managing Director, the members of the Board of Statutory Auditors, as well as any other person in an apical position within the meaning of Legislative Decree No. 231/2001, by which is meant any person who holds representative, administrative or management positions within the Company;
- **EMPLOYEES:** those persons who have a subordinate employment relationship with the Company, of any degree or whatever nature, including temporary and seasonal workers, and including those with insertion or apprenticeship contracts or part-time contracts, including during the so-called "probationary period," as well as workers on secondment or in force under para-subordinate employment contracts;
- **COLLABORATORS:** individuals who have with the Company:
  - (i) project-based employment relationships; (ii) agency and other relationships that result in the provision of coordinated and continuous work, predominantly personal, of a non-subordinate nature; (iii) occasional collaboration relationships, including in the context of the provision of professional services.
- **THIRD PARTY:** any person working under the supervision and direction of the Company's contractors, subcontractors, and suppliers; as well as persons who have acquired information about the above violations as part of an employment relationship that has since ended, or has not yet begun (in cases where the information was acquired during the selection process or in the course of contract negotiations).

## 3. Reports

### 3.1. Content of Reports

3.1.1. News or suspicions of (i) injury to the public interest under national or European Union law or to the integrity of the Company or (ii) administrative, accounting, civil or criminal offenses as well as (iii) illegal practices or violations of the organization and management model ("Model 231"), the Code of Ethics, as soon as implemented, and of the internal procedures adopted pursuant to Legislative Decree 231/2001 of which one has become aware on the occasion of and/or due to the performance of work duties or by reason of the work/collaboration relationship must be the subject of the Report.

3.1.2. Reports concerning labour disputes and pre-litigation stages, discrimination between colleagues, interpersonal conflicts, and any other treatment of the worker in

the absence of injury to the public interest or integrity of the public administration or private entity are excluded from the reports.

3.1.3. With regard to the substantiation of the report, it is required that the reporter, based on their own knowledge at the time of the Report or whistleblowing, has reasonable grounds to believe that the information about the reported or whistleblowing violations is true.

3.1.4. The Reporting should not be about grievances of a personal nature. Therefore, the Whistleblower must not use the institution for claims or retaliation.

3.1.5. The Whistleblower may seek the assistance of an individual, working in the same work environment, to whom the guarantees set forth in Section 5.3 below ("Facilitator") are extended.

### **3.2. Content of the Report**

3.2.1. The report must contain all known elements useful to (i) ascertain the validity of the facts being reported and (ii) identify the perpetrators of the illegal conduct.

3.2.2. Reports should be as detailed as possible and based on accurate facts, relate to facts that can be verified and are known directly to the person reporting.

3.2.3. The Report cannot deal with mere irregularities, although these may constitute the "*symptomatic elements*" in the presence of which it is reasonable to believe that one of the above violations has occurred.

3.2.4. The Whistleblower is also requested to indicate their personal details.

### **3.3. Ways of reporting**

3.3.1. In accordance with Article 4 of Legislative Decree 24/2023 and Article 2 of Law 179/2017, the Company has established dedicated channels of communication suitable for protecting the confidentiality of the identity of the reporter and the person involved, as well as the content and the fact itself that is the subject of the Report.

3.3.2. The person in charge of receiving and reviewing Reports, identified pursuant to Article 4, Paragraph 2 of Legislative Decree No. 24 of March 10, 2023, is an external legal consultant, white collar crime lawyer, who is expert also in compliance with Legislative Decree no. 231/2001 and whistleblowing. The external consultant is authorized for personal data treatment.

3.3.3. Reporting can be done through the following means:

- A. Orally, by face-to-face meeting;
- B. In written form, using, alternatively, the following channel:  
via *email* to the email address: [whistleblowing@musixmatch.com](mailto:whistleblowing@musixmatch.com)

3.3.4. The Company may also arrange for the provision of additional channels of communication by means of telephone line or voice messaging systems, or by means of computer tools, including encryption, that guarantee the confidentiality of the identity of the reporting person, the person involved and the person in any way mentioned in the Report, as well as the content of the Report and its documentation.

## 4. Anonymous reporting

- 4.1. The person making the Report has the right not to reveal their identity.
- 4.2. Nonetheless, Musixmatch does not encourage Anonymous Reports, as proper investigation may be more difficult or impossible where the Company cannot obtain further information from the person who made the Report. In addition, it may be complex to establish the merits of the Report and the good faith of the person who made the Report.
- 4.3. In any case, any anonymous reports must be recorded and the relevant documentation must be retained in accordance with the applicable general record keeping criteria.

## 5. Confidentiality

### 5.1. Duties and responsibilities of the person receiving the Report

- 5.1.1. It is the responsibility of the receiver of the Report to ensure the confidentiality of the identity of the reporter and the person involved in the Report, from the moment it is taken in charge and regardless of the instrument used for the communication, even in cases where it later turns out to be erroneous or unfounded. Disclosure would be possible only informing the Whistleblower on the reasons for the disclosure itself and under conditions under clause 5.2.2.
- 5.1.2. Consistent with the requirements of ascertaining the substantiation of the report, the receiver of the Report shall adopt behaviours to also preserve the confidentiality of the fact of the Report itself.
- 5.1.3. All Reports received, regardless of the channel used, are filed in a way that is compatible with the aforementioned confidentiality protection purposes.

5.1.4. The Report and the documents attached to it may not be viewed or extracted by applicants.

5.1.5. Violation of the duty of confidentiality, in addition to the possibility of imposing a penalty on the Company, pursuant to Article 21 of Legislative Decree no. 24/2023, constitutes a violation of the procedure and, consequently, of the Model 231 which is going to be implemented by the Company.

## **5.2. Confidentiality in the disciplinary process**

5.2.1. Within the scope of disciplinary proceedings, if the allegation of the disciplinary charge is based on investigations separate and additional to the Report, the identity of Whistleblower may not be disclosed, even if such investigations were carried out following the Report.

5.2.2. If the dispute is based, in whole or in part, on the Report and knowledge of the identity of the reporter is essential for the defense of the reported person, a written notice shall be provided to the Reporter stating the reasons for such disclosure, and the Report shall be usable for the purposes of disciplinary proceedings only if the Reporter expressly consents to the disclosure of their identity (Art. 12, paragraph 5, Legislative Decree 24/2023).

5.2.3. In the case of transmission of the Report to other structures/organizations/third parties for the performance of investigative activities, only the contents of the Report should be forwarded, eliminating all references from which it is possible to trace, even indirectly, the identity of the Reporter.

## **5.3. Confidentiality of the Facilitator**

5.3.1. The Facilitator is any Reporter's colleague who provides advice or support to the latter in making the Report.

5.3.2. The provisions of this Policy placed to protect the confidentiality of the reporting party shall also apply to the Facilitator.

# **6. Prohibition of Retaliation and Reporting of Retaliatory Measures**

6.1. "**Retaliation**" is defined as any conduct, act or omission, even if only attempted or threatened, engaged in by reason of the Reporting or Whistleblowing or public disclosure and which causes or may cause the reporting person or the person who

made the report, directly or indirectly, unjust harm. In particular, the concept of Retaliation also includes sanctions, dismissal or other organizational measure having direct or indirect negative effects on working conditions as a result of the submission of the Whistleblowing.

6.2. With respect to the Whistleblower, no form of retaliation is allowed or tolerated.

6.3. They are also protected from retaliation:

- persons in the same work environment as the reporting person who have assisted others in the Reporting process;
- persons who are related to the Whistleblower by a parental relationship within the fourth degree;
- co-workers of the reporting person who have a regular and current relationship with said person;
- The entities owned by the reporter;
- The Facilitator.

6.4. Any measures deemed to be retaliatory must be reported to the receiver of the Reports by the Whistleblower themselves, by the other individuals mentioned above, or by the representatives of the Labour Organizations active in the company to which they belong.

6.5. It is forbidden to waive or enter into transactions involving the rights and remedies provided for in Legislative Decree 24/2023, with the exception of waivers and transactions entered into under a protected venue.

## 7. Management of Reporting

7.1. The receiver of the Report (i) determines the course of action for the proper handling of the Report and verifies the merits of the circumstances represented therein and, in accordance with the principles of impartiality and confidentiality, (ii) carries out any activity deemed appropriate, including the personal hearing of the reporter and any other persons who may report on facts.

7.2. In any case, the receiver of the Report:

- A. diligently follows up on reports received;
- B. issues the reporting person with an acknowledgement of receipt of the report within seven days from the date of receipt;
- C. shall provide acknowledgement of the Report within three months from the date of the acknowledgement of receipt or, in the absence of such notice,



within three months from the expiration of the period of seven days from the submission of the Report;

7.3. In particular, in order to assess the merits of the Report, the receiver of the Report may request all necessary information and additions from the person who made the Report and access to any document useful for the purpose of the investigation.

7.4. While respecting the utmost confidentiality on the identity of the person who made the Report and the content of the Report, such verifications should be presented as "generic" verifications and to be traced back, as far as possible, to the ordinary verification activity attributable to the normal competencies of the receiver of the Report;

7.5. If, at the outcome of the verification, elements are found that the reported fact is not manifestly unfounded, the receiver of the Report will forward the outcome of the investigation to the Company's Board of Directors, taking care not to reveal the identity of the Reporter, or information sufficient to identify them, even indirectly.

7.6. The receiver of the Report for the purpose of carrying out the investigations, may draw on the support of functions of the Company, especially of the HR function, that may make recommendations to be taken into account, as well as, where reasons of confidentiality suggest it, external consultants and/or investigators appointed by the same.

7.7. Where the receiver of the Report concludes that a Whistleblower has made false allegations maliciously, in bad faith, or with the goal of personal gain, they will be subject to disciplinary action.

7.8. When the criminal liability of the reporting person for the crimes of defamation or slander or their civil liability, for the same title, in cases of wilful misconduct or gross negligence is established, a disciplinary sanction shall be imposed on the person who made the Report.

## 8. External disclosures

8.1. The reporting person may make an External Reporting to ANAC *pursuant to* Article 7 of Legislative Decree No. 24 of March 10, 2023 if one of the following conditions is met at the time of its submission:

- the Reporter has already made a Report as indicated above and it has not been followed up within the three-month period;
- the Reporter has reasonable grounds to believe that if they made a Report in the manner indicated above, it would not be effectively followed up;

- the Reporter has reasonable grounds to believe that a Reporting in the manner indicated above may result in the risk of Retaliation;
- the Reporter has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest.

8.2. Where the receiver of the Report faces a conflict of interest with respect to a specific Report (since it is, for example, the reported subject or the Whistleblower), one of the conditions for making an external report to ANAC is deemed to be met, as it cannot be assured that the Report will be effectively followed up.

## **9. Policy violations and reporting requirements**

9.1. Failure to comply with this Policy may result in disciplinary action and serious employment consequences, including termination or criminal proceedings' start.

9.2. Recipients who become aware or reasonably believe that there is, or will be imminent, a violation of this Policy should immediately report it to the receiver of the Report.

## **10. Procedures and other related documents**

10.1. This Policy shall be read and complied with in conjunction with all other internal procedures of the Company, including in particular at least the following other procedures and related documents:

- Model 231, as soon as implemented;
- Code of Ethics;
- Internal operating procedures adopted for the purpose of implementing Model 231.