



# Group directive on discriminatory and abusive behaviour, bullying and harassment

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MEDIOBANCA



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# 1. Introduction

## 1.1 Purpose of document

The Mediobanca Group (the “Group”), as stated in the Group Human Resource Management and Group Sustainability Policies currently in force, guarantees equal opportunities for all of its staff and human resources regardless of the employment arrangements by which they are linked to the Bank (i.e. apprentices, interns, collaborators, staff employed on a contract basis, etc.), and also for candidates aspiring to professional positions.

Our staff members are our **human capital** and the indispensable foundation of the Group’s **competitiveness**. For this reason the Mediobanca Group’s Human Resource Management Policy is based on a series of **non-negotiable general principles contained in it**.

**Protection of workers’ health and psychological and physical well-being** at all levels is also achieved by adopting specific **prevention and protection programmes**, ensuring that all levels of the company take responsibility for this area.

This Directive has been disclosed and made available and accessible to all Group staff members through the company intranet, both in English and Italian. It has also been published on the Mediobanca Group official website.

Group staff receive specific training on the issues covered in the Directive.

## 1.2 Reference regulatory framework

The principal regulations of reference are listed below. It should be noted that, in the event of subsequent amendments to the regulations in this area, or new regulations being issued, reference should be made to the more recent versions of the regulations than the ones specified in this section.

### 1.2.1 Internal regulations

- Code of ethics;
- Code of conduct;
- Company disciplinary code;
- Mediobanca Group Diversity Equity and Inclusion Code;
- Organizational, Management and Control Model instituted pursuant to Italian Legislative Decree 231/01, for the Italian Group Legal Entities;

- Group Whistleblowing Policy;
- Group Sustainability Policy;
- Group Human Resource Management Policy;
- Group Directive on Compliance Breaches.

### 1.3 Scope of application and recipients

- This document applies to all the Group's members of staff employed on permanent or non-permanent contracts, full time or part time, on apprenticeships, on a contract or staff leasing basis and interns (jointly, the "Workers").
- All Workers are bound to act in observance of the directive's provisions, and accordingly to refrain from discriminatory and/or abusive behaviour, acts of bullying, harassment, violence, unwanted attention or stalking.
- The obligations instituted by this Directive apply to all behaviours committed and suffered internally and externally to the Group by workers, in the conduct of their working activity and during entertainment. Accordingly, this Directive applies (but is not limited to) in the following cases:
  - In the Group's offices and also off premises, for example in clients' offices, at events or in locations travelled to for work-related purposes;
  - In all work-related scenarios, including travel, meetings, events and social occasions linked to the Group and its business, in presence or held remotely/online;
  - During entertainment events organized by the Group for its staff and their family members (e.g. Christmas parties, company dinners, sporting events, etc.);
  - In all situations outside of the working environment;
- For purposes of the foregoing points ii) and iii), it should be noted that the term "Workers" refers both to those employed by the Group Legal Entities as defined in point i), and to those employed by third-party companies working on the Group's premises as a result of having stable duties in this workplace.<sup>2</sup>
- The provisions of the foregoing points apply not just to the behaviour adopted versus other Workers, as identified in points i) and iv) above, but also versus all other persons with whom a Worker comes into contact in the course of their working activities or during entertainment events organized by the Group (e.g. candidates, visitors, clients, suppliers, authorities, etc.).

The recipient of this Directive is Mediobanca and the other Group Legal Entities.

1. Other contractual arrangements permitted by the regulations in force than permanent employment contracts (e.g. co-operation agreements or agency contracts) are treated as equivalent for purposes of this Directive. The Italian Group Legal Entities are required to adopt this Directive. The non-Italian Group Legal Entities must at least ensure that the principles described in this document are contained in their respective internal regulations.

2. For example: staff with responsibilities for reception and access surveillance duties, maintenance, cleaning, postal services, IT support, external consultants working for different lengths of time of the company premises, etc.

# 2. General principles

## 2.1 Discriminatory behaviour

The Group guarantees that all persons covered by this Directive's scope of application are treated without distinction, exclusion, restriction or preference, whether direct or indirect, based on:

- Age, gender, sexual orientation, civil status, religion, language, racial, ethnic or national origins, physical or mental disabilities, pregnancy, parenthood (including adoption), personal convictions, political opinions, trade union affiliation or activity, and, without prejudice to the foregoing, any other category protected by law in the relevant local jurisdiction,

with regard to:

- Access to work, assignation of duties and qualifications, transfers, disciplinary proceedings, promotion and professional training, including professional and career progression, working conditions including pay, complementary pension provisions and benefits.

## 2.2 Abusive behaviour, bullying and mobbing

The Group believes that any form of systematic or deliberate conduct on the part of a line manager or colleague towards other persons operating in the same working environment, consisting of hostile behaviour, abuse of power or psychological persecution, which can lead to the moral humiliation and/or exclusion of the person concerned, with damaging effects on their physical and psychological well-being and that of their personality as a whole, is gravely reprehensible.

This is aimed in particular at behaviour engaged on a continuous basis with the intention to harass.

## 2.3 Violence, harassment and stalking

The Group believes that the exercise, in the workplace, of any form of harassment, in the sense of any form of unsolicited behaviour, expressed in physical, spoken or unspoken form, engaged in with the purpose or the effect, in its own right or on account of its persistence, of violating the dignity and civil liberties of the person that suffers them and creating a climate which is intimidatory, hostile, degrading, humiliating or offensive, is gravely reprehensible.

The existence of a friendship or any other form of personal relationship between those involved in no way justifies acts of bullying, harassment, violence, unwanted attention or stalking.

## 2.4 Recruitment and career progression

As stated in the Mediobanca Group Human Resource Management Policy currently in force, to which reference is made, every announcement of possible selection processes is an encouragement to all individuals in possession of adequate qualifications and/or professional experience requested to apply. The same principle underpins assessments that take place with respect to opportunities arising within each individual Group company (transfers between organizational units) or the Group as a whole (intra-Group transfers).

- The criteria and procedures for selection are established in order to ensure that the candidates are assessed objectively on the basis of their merits, experience and abilities.
- All promotions, pay adjustments, assignation of any bonuses or any other type of organizational, training and operational action that impacts on individuals are related exclusively to the duties performed, the role covered and the objectives set and delivered.
- Where possible and appropriate, specific training and support will be provided to ensure equal opportunities within the Group, and to prevent behaviour featuring forms or acts of bullying or harassment from occurring.
- Special requests regarding the observance of religious rites (e.g. holidays and ceremonies) or cultural practices (e.g. wearing traditional dress) will be considered and treated on the basis of the provisions of the law currently in force.
- The Group will devote particular attention to supporting workers with specific family requirements.

## 2.5 Internal reporting procedure

- Any Worker who considers themselves to have been the object of, or witness to, discriminatory and/or abusive behaviour, acts of bullying, harassment, violence, unwanted attention or stalking is expressly encouraged to contact the relevant Human Resources department (Head of Human Resources – HR Business Partner) on a confidential basis, if possible in writing to ensure the case is documented, and/or in the form of a meeting, providing details of the incident, any supporting material to demonstrate the incidents they are reporting, and any witnesses. Human Resources will formalize the outcome of the meeting in the form of a memo to be agreed with the Worker who made the report, which they will sign and which will be kept in the company records.
- If the incident should involve Human Resources, the report should be made on the terms described above but addressed to the Group General Manager.
- The foregoing is without prejudice to the possibility of making such reports, including anonymously, through the whistleblowing channel. In such cases, the reports will be managed in accordance with the provisions of this Directive. More specifically, if a local Compliance unit receives a report of discriminatory or abusive behaviour, bullying or harassment through whistleblowing channel, it shares this report with the relevant local Human Resources Division.<sup>3</sup>
- The individual reports received by the Human Resources Division (directly, or through the whistleblowing channel) are collected in specific tables (as represented in the Annex to this Directive) containing a series of data which, although anonymized, enable more indepth analysis of the event reported, with a view to ensuring enhanced protection for the victims of the discriminatory or abusive behaviour, bullying or harassment. Each individual case will be treated with the utmost confidentiality, and every report made in good faith shall in no way affect subsequent career progression.

3. If the report involves the Head of the Compliance & Group AML unit or one of the members of the Bank's Board of Directors, the report may be received from the Group Audit Unit.

- Once the necessary enquiries have been made, the Human Resources department, if possible having sought the Group Audit and/or Compliance units' opinions, may take the operational and organizational measures it considers necessary, including those provided for under the company disciplinary code (which are incremental and may ultimately lead to dismissal and to criminal charges being made if appropriate) with respect to situations considered to be actual instances of discrimination, in accordance with the relevant procedures, and to be an active party, where permitted under the national regulations in force, in reporting the incidents to the relevant authorities.
- All certified reports must be notified to the General Manager's office, and the most serious cases to Group HR and the General Manager of Mediobanca S.p.A. Cases with criminal law implications must also be reported to the Statutory Audit Committee.
- All certified reports must also be reported to the Employer and/or the Employer's Representative through the Group Safety, Physical Security & Facility Management unit and the Officer responsible for prevention and protection under Italian Legislative Decree no. 81/08, to ensure that the risk of physical, verbal and digital abuse is monitored on an ongoing basis, and to the DEI representative, at the following intervals:
  - Event-based: in a timely manner, once checks have been made regarding the reliability of the report received;
  - Quarterly: cumulative reports received in the course of the three months;
  - Annually: cumulative reports received in the course of the calendar year.
- The heads of units and offices are responsible for preventing any acts of discrimination, abuse, bullying, harassment, violence, unwanted attention or stalking in the workplace. Any person who witnesses acts of discrimination, abuse, bullying, harassment, violence, unwanted attention or stalking must show solidarity to the victim and serve as a witness if necessary. To this end, co-operation with the relevant units will be taken into consideration in the course of the company's performance assessment process.



# 3. Counselling and psychological assistance

The Group also offers, through the Group Legal Entities for which the persons involved work, a counselling and psychological assistance service, to provide the victims of harassment with support while at the same time ensuring their confidentiality and total impartiality are maintained.

It is possible to request access to the service in the report made to the relevant Human Resources Division; the service is provided by a team of professionals who are specialized in offering psychological support.



# 4. Confidentiality and personal data protection

The Group guarantees confidentiality regarding the identity of the reporting party and the other persons involved or mentioned in the report and related documents. However, if the reports require the matter to be notified to the authorities, the obligation to maintain the confidentiality of the persons involved or mentioned in the report may cease to apply, according to the means and by the terms stipulated in the applicable regulations. The identity of the reporting party and any other information from which such identity can be inferred may be disclosed to persons other than those responsible for managing the report when this is mandatory or otherwise legitimate under the applicable regulations in force, or when disclosure of such identity is indispensable (e.g. as part of investigations commenced by judicial authorities).

The processing of personal data in connection with the receipt and management of the reports is carried out by the Bank in accordance with the provisions of the GDPR and the national personal data protection regulations in force. For further information on the processing of personal data in connection with the receipt and management of such reports, please read the information notice on personal data processing pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 ("GDPR") and the national personal data protection regulations in force, which is shown below. The information notice applies to the processing of the personal data of all data subjects that may be obtained by the Bank for any reason as a result of a report being made. Without prejudice to the foregoing, the processing of personal data in connection with the receipt and management of the reports is carried out in accordance with the provisions of the GDPR and the national personal data protection regulations in force.





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