

Whistleblowing Policy

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BAIN & COMPANY 

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1. Purpose and aim

Bain & Company Italy, Inc. (hereinafter also referred to as the "**Company**") adopts this policy in accordance with Legislative Decree 24/2023, which regulates the protection of persons who report violations of national or European Union legislations that harm the public interest or the integrity of the public administration or of a private entity, of which they have become aware in a public or private employment context. The Legislative Decree implemented in Italy the EU Directive 1937/2019 concerning the protection of persons who report violations of the laws of the EU. This policy also takes into account the guidelines adopted by the Italian National Anti-Corruption Authority ("ANAC") through Resolution No. 311 of 12 July 2023, as well as guidelines No. 1/2025 on whistleblowing regarding internal reporting channels, approved by ANAC Resolution No. 478 of 26 November 2025, which supplement the regulatory framework applicable to internal reporting systems.

The Company recognizes the whistleblowing system as an essential element of its Anti-Corruption Management System ("ACMS") and of its broader culture of integrity, ethics, and corporate compliance, in line with the principles of ISO 37001:2025 and actively promotes its management involvement in fostering a culture of preventing corruption.

The Company ensures that the whistleblowing system is integrated into its governance, risk management, compliance, internal audit, and anti-corruption prevention processes, guaranteeing adequate information flows, segregation of duties, traceability of activities performed, and periodic monitoring of the system's effectiveness.

The reporting system contributes to the identification, prevention, and management of risks related to corruption, fraud, conflicts of interest, and other conduct that is inconsistent with the Company's principles and applicable regulations.

With this policy, the Company adopts a *whistleblowing* procedure also for the purpose of identifying and preventing possible violations of the Code of Conduct and of the Organization, Management and Control Model adopted by the Company pursuant to Legislative Decree 231/2001 ("**Model 231**"), as well as any other unlawful conduct that may undermine the integrity of the Company (collectively the "**Violations**").

2. Recipients

The recipients of this policy are all employees, including partners, managers, fixed-term employees, temporary workers, as well as advisors, independent contractors, interns, and suppliers (the "**Recipients**").

3. Distribution and communication

This policy is brought to the attention of all Recipients through a variety of means, including publication on the Company's intranet site. It will also be published in a dedicated section of the Company's website, where reporting channels will also be available. The Company ensures periodic specialized training programs for individuals involved in the handling of reports, as well as awareness-raising activities addressed to all Recipients, with particular regard to the principles of confidentiality, protection of the Whistleblower, prevention of retaliation, management of conflicts of interest, and the proper use of reporting channels.

4. Whistleblower, other related parties, and scope of the protections

A Whistleblower is an individual reporting or making a public disclosure of information on Violations acquired in the context of such individual's work environment and in the context of present or past work or professional services for the Company (art. 2, paragraphs 1(g) and 1(i) Legislative Decree 24/2023). Specifically:

- Employees, including partners, managers, fixed-term employees, temporary workers;
- advisors, independent contractors;
- interns;
- suppliers

The protective measures in favour of the Whistleblower referred to in the following paragraphs, also extend to the following figures:

- facilitators (the people who assist the Whistleblower in the reporting process);
- persons in the same work environment as the Whistleblower and related to him/her or who have a close relationship with the Whistleblower;
- co-workers of the Whistleblower who have a regular and current relation with him/her;

As provided for in article 3, paragraph 4, Legislative Decree 24/2023, the protection of the Whistleblower is also guaranteed if the reporting occurs in the following cases:

- (a) when the employment has not yet begun, if the information being reported was acquired during the selection process or other pre-contractual stages;
- (b) during the probationary work period;
- (c) following the termination of the employment if the information being reported was acquired during the employment relationship.

5. Reporting

All Recipients are encouraged to report a Violation. Violations include but are not limited to:

- administrative, accounting, civil or criminal offenses;
- unlawful conducts relevant under Legislative Decree 231/2001;
- offenses that fall within the scope of the EU acts or national acts implementing them;
- other acts or omissions affecting the financial interests of the European Union and/or concerning the internal market;
- conducts that are unlawful (or suspected to be unlawful) in that they do not comply with the Company's Code of Conduct and/or the Model 231;
- episodes, attempts, or reasonable suspicions of active or passive corruption;
- improper payments, facilitation payments, or undue benefits;
- violations of the Company's anti-corruption policies;
- actual, potential, or perceived undeclared conflicts of interest;

- irregularities in due diligence processes or in the management of third parties;
- manipulation or circumvention of financial and non-financial controls;
- retaliatory conduct against Whistleblowers or individuals involved in investigations.

Any reporting must be impartial and made in good faith: reports made for the mere purpose of retaliation or intimidation, or reports that are ungrounded, made with wilful intent or gross misconduct, will be sanctioned. In particular, sending a report that is not based on objective elements and is made for the sole purpose of causing unfair harm to the person reported will be sanctioned. “Good faith” means a reasonable belief, based on the information available at the time of the report, that the reported facts are true and fall within the scope of this Policy, regardless of the outcome of any subsequent investigations.

A report should not include complaints, claims or requests of a personal nature (e.g. employment matters of the Whistleblower) and, therefore, should not be used for personal reasons (e.g., complaints related to economic treatment). Claims or grievances which fall under the more general matter of the employment/collaboration relationship or relations with a line manager or colleagues should be addressed to the human resources (HR) function.

6. Content of the reporting

A report must include all information that can help verify the facts and identify the individuals to whom the Violations may be attributed. The Company encourages the Whistleblower, where possible, to indicate any potential conflicts of interest, reputational risks, third parties involved, or possible issues relating to internal controls connected to the reported facts.

Thus, the report should be sufficiently substantiated and, to the extent possible, provide the following information, along with any supporting documentation:

- the details of the person reporting, their professional title or position. The foregoing is without prejudice to the possibility of submitting an anonymous report;
- a clear and complete description of the unlawful conduct constituting the Violation and the manner in which knowledge of it was obtained;
- the date and place where the event occurred;
- the name and role (job title, position held, function) that enable to identify the person(s) responsible for the facts reported;
- appropriate supporting documentation or any documents aimed at verifying the substantiation of the facts reported;
- any other information relevant to ascertain the facts reported.

A report where the identity of the Whistleblower cannot be obtained is considered anonymous.

Anonymous reports, in any case, are permitted and where substantiated and capable of bringing out facts and situations related to specific contexts, are equated with "ordinary" reports.

The confidentiality of the Whistleblower's details is always guaranteed, as well as the protection of the Whistleblower from any form of retaliation or discrimination.

7. The internal reporting channel

The Company has equipped itself with a platform, the True North Line, which is suitable for ensuring, also by means of cryptography, the confidentiality of the identity of the Whistleblower, of any third parties named in the report, as well as the content of the report and related documentation. The internal reporting channel is easily accessible and usable by all individuals entitled under Legislative Decree No. 24/2023, including employees, collaborators, consultants, suppliers, candidates, and other individuals maintaining professional relationships with the Company.

Unauthorized personnel are not allowed to access the platform.

The platform can be reached at the following address: <https://www.bain.com/about/true-north-line/>

The Whistleblower can make a report through the True North Line in three ways: online reporting, use of a hotline with an automated voice service, and written letter.

8. The person responsible for the management of the internal reporting

The person responsible for handling the reports is a committee composed of specifically authorized and adequately trained members of the Global HR function. The committee, when necessary and within the scope of its investigative powers, will contact members of the Legal function and/or other resources, including external resources, while respecting the confidentiality of the Whistleblower.

The committee, for the purpose of managing the report, is specially trained and has the autonomy to do so (art. 4, Legislative Decree 24/2023). The individuals involved in the handling of reports operate with adequate independence, impartiality, and absence of conflicts of interest in relation to the reported facts. Should an actual or potential conflict of interest arise, the individual concerned shall refrain from handling the report, and the matter shall be assigned to another authorized individual.

The Committee also ensures adequate coordination with the functions responsible for compliance, anti-corruption, audit, risk management, and remediation activities, in accordance with the principles of confidentiality and need-to-know.

9. Investigating a report

Any investigative activities will be conducted as quickly as possible.

Within 48 hours of receipt of the reporting, an acknowledgement will be provided to the Whistleblower regarding the receipt of the reporting and the timeframe (which in any case may not exceed 3 months) in which the Whistleblower may check the secure mailbox for an update on the status of the reporting. The Company maintains active communication with the Whistleblower through the outcome of the investigation. The handling of reports is carried out in compliance with the applicable data protection legislation, in accordance with the principles of data minimization, purpose limitation, proportionality, and data security. Access to information relating to reports is granted exclusively to authorized individuals on a need-to-know basis.

Investigations are conducted in accordance with the principles of impartiality, proportionality, confidentiality, and traceability. Where the investigations confirm violations of applicable laws, the Code of Conduct, the Organizational Model pursuant to Legislative Decree 231/2001 (“Model 231”), or the Company’s anti-corruption policies, the Company shall adopt proportionate corrective and disciplinary measures, as well as any remediation actions aimed at strengthening the internal control system and corruption prevention framework.

10. Prohibition of retaliation

The Company prohibits any form of retaliation, discrimination, or penalization against the Whistleblower,

facilitators, or other individuals protected under Legislative Decree No. 24/2023.

By way of example, retaliatory actions include:

- dismissal;
- demotion;
- failure to promote;
- detrimental changes to working conditions;
- intimidation or harassment;
- direct or indirect discrimination;
- reputational or professional harm.

Any retaliatory acts shall be subject to disciplinary assessment and may result in further consequences under the applicable legislation.

11. The external reporting channel

In the cases set out by the law, the Whistleblower may also make a so-called "external" report. In this case, the recipient of the report will be the National Anti-Corruption Authority (ANAC), which activates and manages an external reporting channel.

The law allows for an external reporting if the Whistleblower:

- has already made an internal report and it has not been followed up;
- has reasonable grounds to believe that if it made an internal report, the report would not be effectively followed up, or that the report itself might result in the risk of retaliation;
- has reasons to believe that the violation may constitute an imminent or manifest danger to the public interest.

The guidelines on procedures for the submission and handling of external reports are available on the ANAC website.

12. Public disclosures

The Whistleblower, pursuant to article 15 of Legislative Decree 24/2023, is also protected when making a so-called "**public disclosure**" of information about Violations through the Press or electronic media or otherwise through means of dissemination capable of reaching a large number of people (article 2(1)(f) of the aforementioned Decree).

The protection of the Whistleblower who makes a public disclosure is guaranteed only if, at the time of the disclosure, one of the following conditions is met:

- the Whistleblower has previously made an internal and external report or has made an external report directly, under the conditions and in the manner prescribed by law, but no response has been received within the prescribed time;
- the Whistleblower has reasons to believe that the Violation may constitute an imminent or manifest danger to the public interest;
- the Whistleblower has reasons to believe that the external report may carry the risk of retaliation or may not be effectively followed up due to the specific circumstances of the particular case, such as those where evidence may be concealed or destroyed or where there is a well-founded concern that the Whistleblower may be colluding with or involved in the Violation.

13. Internal reporting and investigation process

Any report should be made in accordance with the [Global Reporting Policy](#) which is fully incorporated herein by reference.

14. Traceability and archiving

The Company adopt the measures for the archiving of the information and documentation regarding the identity of the Whistleblower and the contents of the report pursuant to article 14 of Legislative Decree 24/2023.

Internal reports and related documentation shall be kept for the time necessary to process the report and, in any case, no longer than five years from the date of the communication of the final outcome of the reporting procedure, in compliance with the confidentiality obligations set forth in article 12 of the aforementioned Decree. Information arising from reports may be used, in aggregated form and in compliance with the applicable data protection legislation, for the purposes of risk monitoring and improvement of internal controls. Such information may also contribute to the strengthening and continuous improvement of the ACMS.

In the case of verbal reporting, a record must be kept in accordance with article 14 of Legislative Decree 24/2023; specifically:

- when, at the request of the Whistleblower, the report is made verbally during a meeting, such report shall, with the consent of the Whistleblower, be documented either by recording on a device suitable for storage and listening or by minutes. The Whistleblower shall verify and confirm the minutes by their signature.