



## GROUP WHISTLEBLOWING POLICY

UPDATE JULY 2023

### 1. OBJECTIVES AND SCOPE OF APPLICATION

This Whistleblowing Policy of the Pirelli Group (hereinafter the "**Policy**"), which is an update to the Policy issued in November 2017, sets out the procedure for submitting a Whistleblowing Report relating to Breaches, the guidelines for handling Whistleblowing and the standards of protection for Whistleblowers, Facilitators and Related Persons (see Section 2 for all definitions of the terms used). The Policy also guarantees the principles of confidentiality, protection of anonymity and prohibition of retaliation, in accordance with applicable local, regional, national and international regulations.

The provisions of this Policy shall in no way prejudice or limit the right or the obligation (as may be defined by locally applicable regulations) to report to the competent regulatory, supervisory or legal authorities in the countries where the Pirelli Group companies operate and/or to any supervisory body established within the companies of the Pirelli Group.

This Policy is intended for all the Addressees as defined in Section 2 and applies to the companies of the Pirelli Group (that is Pirelli & C. S.p.A. and its subsidiaries, hereinafter "**Pirelli**" or the "**Group**"), with the exception of companies based in regions and/or countries for which Pirelli has issued **specific local Policies** (which therefore take precedence over the Group Policy), and without prejudice to any specific local laws governing the subject in question that may be in conflict therewith.

### 2. DEFINITIONS

The "**Reports**" that are the subject of this Policy mean the communication, via the procedure set out in the following paragraphs, of information concerning Breaches.

The "**Breaches**" concern actions or omissions committed during the course of business or in connection therewith, by any person within Pirelli, on its behalf or in dealings with Pirelli or Pirelli's stakeholders (including Pirelli's joint ventures), that have occurred, may reasonably be expected to have occurred or are very likely to occur, including any attempts to conceal such actions or omissions, and that:

- a) constitute or may constitute a breach, or an incitement to a breach, or thwart the object or purpose of:
  - laws and other applicable regulations, at all levels (local, regional, national, international), notwithstanding any specific limitations defined by locally applicable regulations;
  - the values and principles laid down in [Pirelli Group's Ethical Code](#), [Code of Conduct](#) and [Anti-Corruption Compliance Program](#);

- the [Group's Policies](#) and Procedures<sup>1</sup> (including but not limited to the Policies on Human Rights, Diversity, Equity and Inclusion, Health, Safety and Environment, and Biodiversity) and internal control principles;

and/or

- b) cause or may cause any kind of damage (e.g., economic, environmental, safety or reputational) to Pirelli, its employees and third parties such as suppliers, customers, business partners or the external community;

and/or

- c) are identified as relevant by locally applicable regulations governing Whistleblowing.

The "**Addressees**" of this Policy are natural persons who have directly or indirectly obtained information about Breaches, including, but not limited to:

- employees<sup>2</sup>, collaborators<sup>3</sup>, members of corporate bodies<sup>4</sup> and shareholders of the Group;
- employees<sup>3</sup>, collaborators<sup>4</sup>, members of corporate bodies<sup>5</sup> and shareholders of customer, suppliers, sub-suppliers (including the entire supply chain) and other business partners (including joint ventures);
- any third party affiliated with the persons mentioned above;
- local communities and members of civil society organisations (e.g. NGOs);
- more generally, any of the Group's stakeholders.

A "**Whistleblower**" is any Addressee who submits a Report.

The "**Reported Person**" is the author or alleged author of the Breach.

The "**Whistleblower Manager**" is the department or person(s) in charge of managing the Report received, according to the channels defined in Section 4.1.

"**Facilitators**" are the natural persons who assist a Whistleblower in the reporting procedure, connected to the latter through a working relationship.

"**Related Persons**" are natural persons who have a personal or professional relationship with the Whistleblower.

Extensions or limitations to the legal protection afforded to Whistleblowers and other related/supporting parties may vary depending on locally applicable regulations, their role and the type of Breach reported.

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<sup>1</sup> For reports on breaches of data protection, Pirelli provides a dedicated reporting channel, directed at the Data Protection Officer.

<sup>2</sup> For the purposes of this Policy, former employees and applicants are also included within the definition of employees.

<sup>3</sup> For the purposes of this Policy, "collaborators" are defined as: consultants, interns, etc.

<sup>4</sup> Including members of administrative, management or supervisory bodies.

### 3. GENERAL PRINCIPLES

Pirelli undertakes to respect the following general principles in managing the Whistleblowing process and requires that Whistleblowers and other persons involved respect these principles to the extent of their competence:

- **Principle of confidentiality:** Pirelli guarantees the confidentiality of Whistleblowers, Whistleblowing reports and the information contained therein, as explained further in Section 5;
- **Principle of proportionality:** Pirelli's investigations are adequate, necessary and proportionate to achieving their purpose;
- **Principle of impartiality:** the analysis and processing of Reports are carried out impartially, irrespective of the opinions and interests of the persons responsible for handling them;
- **Principle of good faith:** the protections afforded to Whistleblowers (specified in Section 6) are applicable even in cases where the Report proves to be unfounded, if it was made in good faith (i.e., the Whistleblower had reasonable grounds to believe that the information relating to the Breaches was true at the time of the Report and that the information fell within the scope of the Policy); no Whistleblower may take advantage of these protections to avoid a disciplinary sanction against them.

### 4. MANAGEMENT OF REPORTS

#### 4.1. REPORTING CHANNELS

A Whistleblower may submit a Report through the following channels:

- a) the **Group channel:** the Group's Internal Audit department ("**Internal Audit**") is in charge of receiving and examining Reports;
- b) the **dedicated channel for reporting Breaches concerning the Internal Audit department:** Reports are handled by a department and/or person autonomous and independent of the Internal Audit department.

The Report Managers receive adequate instructions, are independent, have the necessary skills to perform their task and handle Reports with due diligence; they may perform other tasks and duties in addition to Report Management, provided that this does not lead to a conflict of interest.

Anyone who receives a Report falling within the scope of this Policy **outside the dedicated channels**, for whatever reason and by whatever means, shall:

- 1) ensure the confidentiality of the information received, being bound<sup>5</sup> not to disclose the identity of the Whistleblower, the Reported Person or any other person mentioned in the Report, or any information that would allow them to be identified, whether directly or indirectly;
- 2) direct the Whistleblower to comply with the procedure for submitting Reports set out in this Policy and/or forward the Report using the dedicated channels provided in this Policy;

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<sup>5</sup> Any breach of confidentiality will be subject to civil, disciplinary or criminal liability, if applicable.

- 3) delete any information related to the Report after it has been submitted, as soon as confirmation of receipt is received from the Report Manager;
- 4) refrain from undertaking any independent analysis and/or further investigation.

## 4.2. CONTENT AND SUBMISSION OF REPORTS

Addressees who become aware of Breaches are encouraged to report facts, events and related circumstances promptly and in good faith, provided that they have reasonable grounds to believe that such information are true.

Reports should be as detailed as possible, in order to provide useful and adequate information that allows for the effective verification of the veracity of the reported events. If possible and when known to the Whistleblower, the Report must include:

- the name of the Whistleblower and relevant contact details for further communication; however, Reports may also be submitted anonymously, and Pirelli provides anonymous Whistleblowers with adequate means to monitor their Reports while at the same time respecting their anonymity;
- a detailed description of the events that occurred (including date and location) and how the Whistleblower became aware of them;
- which law, internal regulation, etc. is alleged to have been breached;
- the name and role of the Reported Person(s) or information identifying them;
- the name and role of any other parties who may refer on the reported events;
- any documents or other elements that may substantiate the reported events.

The Report can be submitted, in several languages, through the **reporting platform** <https://pirelli.integrityline.com><sup>6</sup>.

The documentation will be retained and processed in accordance with applicable laws, as also specified in Section 7.

All listed channels are designed and operated in a secure manner to prevent access to information by unauthorised persons and to ensure that the identity of the Whistleblower and other persons involved in the investigation remains confidential.

## 4.3. VERIFICATION OF REPORTS

The Report Manager examines the Report to determine whether it is substantiated.

Initially, they conduct a preliminary analysis to determine whether there is sufficient evidence for a potential or actual Breach (known as the "plausibility check"). If such evidence exists, the Report is further investigated. Otherwise, the Report will be filed in line with locally applicable data retention

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<sup>6</sup> Alternatively, a Report can also be sent:

- by **e-mail**, to [ethics@pirelli.com](mailto:ethics@pirelli.com) (for the Group channel, managed by the Internal Audit department);
- by **physical letter**, to Pirelli & C. S.p.A. - Viale Piero e Alberto Pirelli, 25 - 20126 Milan (MI), for the attention of the Head of the Internal Audit department (for the Group channel) or for the attention of the "Whistleblowing" Manager of Breaches relating to the members of the Internal Audit department.

regulations; the Whistleblower will be informed of this and, if the Report does not fall within the scope of this Policy, it may be referred to other channels or other company procedures.

If it is possible to believe that the facts contained in the Report constitute a criminal offence, the Report Manager shall assess, in consultation with the other competent company departments and the Group's management, whether and when the information contained in the Report should be notified to the competent judicial authorities, including on the basis of locally applicable regulations.

The Report Manager is then responsible for verifying the Report and for conducting a prompt and thorough investigation, in accordance with the principles of impartiality, fairness, proportionality and confidentiality towards the Whistleblower, the Reported Person and all the parties involved in the Report. During the course of these verifications, the Report Manager may rely on the support of the relevant company departments and/or specialised external consultants, guaranteeing the confidentiality of the information and anonymising as much personal data as possible.

Where locally applicable law permits, the Report Manager may also entrust to other company departments the responsibility for conducting some or all of the Report verification activities. The Report Manager remains in any case responsible for monitoring compliance with the principles laid down in this Policy, the formal correctness of the process and the appropriateness of the subsequent actions. It is understood that any disciplinary measures will be defined as laid down in Section 4.4.

During the investigation, the Report Manager may ask the Whistleblower to provide further necessary and proportionate supporting information; the Whistleblower has the right to complete or correct the information provided to the Report Manager, in compliance with the principle of good faith (Pirelli reserves the right to take measures to protect itself against Whistleblowers who knowingly submit false reports). The Report Manager may also conduct interviews or request information from other persons who may have knowledge of the reported events.

Reported Persons are guaranteed the right of defence and/or to be informed of the outcome of the investigation, within the limits provided for by locally applicable regulations.

#### **4.4. RESULTS OF THE VERIFICATIONS**

Once the verification phase is complete, the Report Manager prepares a report summarising the investigation carried out, the methods used, the results of the plausibility check and/or investigation, the supporting evidence gathered, and recommendations for an action plan. If the Report is closed, the reasons will be stated.

On the basis of the results, the report is then shared with the Managers of the companies and departments involved (at Company, Region and/or Group level) on a "need-to-know" basis (including the possibility of sharing an anonymised version of the document) in order to determine, in consultation with the relevant departments, an action plan (where necessary) and/or any other measures to be taken (including possible disciplinary measures against employees).

The documentation relating to each Report received, even if the investigation concludes that there is insufficient supporting evidence, is retained in accordance with confidentiality requirements within the timeframe and in the manner established by locally applicable regulations.

At least every six months, the Internal Audit department provides a report on the number and type of Reports received and the outcome of the activities carried out to the Audit, Risks, Sustainability

and Corporate Governance Committee of Pirelli & C. S.p.A. and to the local statutory control and supervisory bodies (if any), guaranteeing the anonymity of the persons involved.

As part of this activity, it will also be assessed whether the procedure described in this Policy is effective and achieves the defined objectives. If there are indications of changes in the operating environment or other elements that adversely affect the effectiveness of the reporting process, Pirelli will consider making changes to the process itself.

## **5. CONFIDENTIALITY**

In encouraging Addressees to promptly report any Breach, Pirelli guarantees the confidentiality of each Report and of the information contained therein, including the identity of the Whistleblower, the Reported Person(s), the Facilitators and any other person involved. Their identities will not be disclosed to anyone other than the Report Manager, except whenever:

- a) they give their explicit consent, or have intentionally disclosed their identity in other areas;
- b) disclosure is a necessary and proportionate obligation in the context of investigations conducted by the authorities or within the framework of judicial proceedings, in accordance with locally applicable regulations.

Information contained in Reports that constitute trade secrets may not be used or disclosed for purposes other than those necessary to resolve the Report.

## **6. PROHIBITION OF RETALIATORY ACTS**

Pirelli will not tolerate any form of threat, retaliation or discrimination, either attempted or actual, against Whistleblowers, Facilitators, Related Persons, Reported Persons or anyone who has cooperated in the investigation to establish the validity of the Report (including their respective Related Persons).

Pirelli shall endeavour to eliminate (where possible) or compensate for the effects of any retaliation against the above-mentioned persons. Pirelli reserves the right to take appropriate action against anyone who engages in, or threatens to engage in, acts of retaliation against the persons listed above, without prejudice to the right of the parties involved to seek legal protection in the event of criminal or civil liability arising from the falsehood of what has been declared or reported.

Pirelli may take the most appropriate disciplinary and/or legal measures, to the extent permitted by the locally applicable regulations, to protect its rights, its assets and its image, against anyone who has made in bad faith false, unfounded or opportunistic Reports and/or with the sole purpose of slandering, defaming or causing prejudice to the Reported Person or to other parties involved in the Report.

## **7. PERSONAL DATA PROCESSING**

The personal data (including any data belonging to special categories, such as racial and ethnic origin, religious and philosophical beliefs, political opinions, membership of political parties or trade unions, as well as personal data disclosing health and sexual orientation, data on any criminal offenses or convictions) of Whistleblowers and of any other persons involved, acquired in

connection with the handling of Whistleblowing Reports, will be processed to fulfil the obligations imposed by the applicable “Whistleblowing” legislation, within the limits and with the safeguards provided for in such legislation, in compliance with the provisions of the applicable data protection regulations and in any case in line with the provisions of the Group’s [Global Personal Data Protection Policy](#).

Personal data will be processed by the Report Manager (without prejudice to any specific local regulations on the subject and any possible conflicts of interest), solely for the purpose of implementing the procedures laid down in this Policy.

Pirelli will make available to data subjects an appropriate privacy policy in accordance with the channel used to make the Report.

In accordance with the principles of “privacy by design” and “privacy by default and minimisation”, Pirelli has designed and implemented confidential channels to receive (both written and oral) Reports, and handles them in a secure manner ensuring the anonymity of the Whistleblower and the confidentiality of their identity as well as that of any third parties involved (except for necessary and proportionate obligations in the context of investigations by competent authorities or judicial proceedings).

The processing of personal data will be limited to what is strictly necessary and proportionate to ensure proper handling of the Report and for a term not exceeding what provided for by the applicable legislation. After this term has passed, the Report Manager must anonymise the content of the Reports.

The data processing operations will be entrusted, under the supervision of the Report Manager, to employees duly authorized, instructed and specifically trained in relation to the execution of the whistleblowing procedures, with particular reference to security measures and the protection of the confidentiality of the persons involved and of the information contained in the Reports, or to external specialists, in this case adopting appropriate contractual safeguards.

The personal data contained in the Reports may be communicated by the Report Manager to the corporate bodies and internal departments that may be competent in each instance, as well as to the Judicial Authority and/or to any other competent authority, or to duly authorised third parties, for the purpose of activating procedures necessary to guarantee, as a consequence of the Report, appropriate legal and/or disciplinary protection against the Reported Person(s), if from the elements collected and verifications carried out it emerges that the circumstances initially reported are substantiated.

The exercise of data subjects’ rights under applicable data protection regulations may be restricted where necessary to ensure full compliance with applicable whistleblowing regulations and to protect the confidentiality of Whistleblowers and data subjects.

July 2023

**AUDIT, RISKS, SUSTAINABILITY AND  
CORPORATE GOVERNANCE COMMITTEE**

**PIRELLI & C. S.P.A.**