

**PROMETEON TYRE GROUP:  
Operating Procedure  
Whistleblowing  
OP - 3 2019**

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## 1. INTRODUCTION

This Operating Procedure, which has been issued in implementation of the Group Ethical Code and consistently with the Prometeon Tyre Group's sustainable approach to operations, governs the Reporting Procedure for violations, suspected violations and inducement to commit violations of:

- laws and regulations;
- provisions set out in the Ethical Code;
- the internal control principles;
- corporate regulations and procedures;

and/or any other, any act or omission that might directly or indirectly cause economic or financial damage or harm the reputation of the Group and/or its Companies (referred to hereinafter as "Violations"). Employees who are aware of potential or actual Violations are encouraged to report them immediately to the Company. They are guaranteed the absolute confidentiality of their identity and will not suffer reprisals of any sort (hereinafter, the "Reports").

The purpose of this Operating Procedure is to describe and regulate the procedures for Reporting the aforementioned Violations so that the delegated corporate departments and offices can ascertain the validity of the Reports and take appropriate measures.

The foregoing shall be done in compliance with any statutory obligations that might result from receipt of the Report, particularly regarding mandatory reports to Judicial Authority or the Supervisory Authority, as well as in regard to the handling of personal data and privacy protection.

## 2. SCOPE OF APPLICATION

This Operating Procedure applies to all Prometeon Tyre Group companies.

This Operating Procedure does not replace but rather complements any existing local procedures addressing the same/similar matter.

If the implementation of the Operating Procedure by Companies' CEOs is prevented or limited by the laws of the country where the Prometeon Tyre Group Company operates, that Company, if necessary with the support of the HQ Corporate Affairs and Compliance function, must issue a specific local procedure that will ensure compliance with the general principles set out in this Operating Procedure as described in the Introduction and in compliance with applicable laws and regulations.

For the Italian companies belonging to the Prometeon Tyre Group, this Operating Procedure does not alter the procedures for submitting reports to the Board of Statutory Auditors and to Self-Regulatory Bodies, if they have been established, and their assigned supervisory authority, pursuant to the provisions of applicable laws and regulations and to the provisions of the Organizational Models adopted by the company pursuant to Legislative Decree 231/2001.

### **3. DEFINITION OF VIOLATION**

Pursuant to this Operating Procedure, "Violation" means any act or omission that does not comply with the provisions of the Group Ethical Code, laws, regulations, corporate procedures and the internal control principles in general and/or that might directly or indirectly cause economic or financial damage or harm the reputation of the Group and/or its Companies.

### **4. CONTENT OF REPORT**

Reports can be made about directors, statutory auditors, management and employees of the Prometeon Tyre Group and, in general, everyone who works for the Prometeon Tyre Group inside and outside Italy or has business relationships with the Group/its Companies, including audit firms, partners, customers, suppliers, consultants, contractors, institutions and public entities.

The Report can be anonymous or could be signed with the name of the whistleblower so that an exact, adequate investigation can be conducted and, at the same time, to prevent malicious reports. Any anonymous Reports will be considered in all cases, but their anonymity could complicate and hinder investigations and may prevent the adoption of adequate measures.

In case the Report is not anonymous, it could contain the following information:

- Name and surname of the Whistleblower;
- Group Company to which he or she belongs or with whom he has business relations;
- Description of the Violation (detailed description of the violation, persons/entities involved, place where the described event took place, any witnesses, the evidences/documentation supporting what is described in the Report).

The Report must be made in writing and sent via e-mail to a specifically Designated Office in the Internal Audit Department at the following addresses:

E-MAIL ADDRESS: [ethics@prometeon.com](mailto:ethics@prometeon.com)

ORDINARY MAILING ADDRESS: Internal Audit Direction Prometeon Tyre Group, Viale Sarca 222 (Building 307), 20126 Milano, Italy.

Telephone: +39 02 6442.37869 / +39 3316073063.

### **5. CONFIDENTIALITY, PROTECTION, NON RETAILATION**

The actions resulting from the Report must be taken with the greatest impartiality and confidentiality by all the parties involved and in full compliance with the provisions of the laws and regulations governing the processing of personal data and privacy protection.

Any kind of threat, retaliation, sanction or discrimination against the whistleblower and the reported, or who has collaborated in the verification activities regarding the merits of the report will not be tolerated.

Any threats or reprisals must be promptly reported to the Designated Office by following the Reporting Procedures.

Prometeon Tire Group reserves the right to take appropriate actions against anyone who engages in, or threatens to perform, act of retaliation against those who have submitted reports in accordance with this Operating Procedure, without prejudice to the right of the assignees to protect themselves legally if any criminal or civil liability related to the falsity of what has been declared or reported has been detected.

It is understood that Prometeon Tire Group may undertake, in accordance with its Organizational Model "231", the most appropriate disciplinary and / or legal measures to protect its rights, assets and image, against anyone, in bad faith, has made false, unfounded or opportunistic reports to the detriment of the Company, of the reported or of other subjects mentioned in the Report.

## **6. INVESTIGATIONS AND ACTIONS**

After receiving the Report, the Designated Office shall ascertain the validity of the Report by conducting those investigations as it sees fit.

Upon conclusion of the investigation:

- If it decides not to proceed with the matter, the Designated Office shall formally close the Report.
- If the Report is valid, the Designated Office shall define a specific action plan that includes prescribed corrective actions/measures, persons in charge and timing for their implementation.

If it is ascertained that the Report is valid, the Prometeon Tyre Group Company must take appropriate disciplinary measures and legal action to protect the Company and the Group.

To carry out the investigations and implement the actions as set out hereinabove, the Designated Office shall rely on the support of the departments and offices it sees appropriate.

## **7. MALICIOUS REPORTS**

The Company reserves the right to take disciplinary action against the Whistleblower in the event of ascertained and/or manifest abuse of the procedure (reports made in bad faith and/or for the sole purpose of damaging the reported person or persons who are affected in any way by the Report).

## **8. PROCESSING OF PERSONAL DATA**

Personal data (including any special data, such as data suitable to reveal racial and ethnic origin, religious, philosophical convictions, political opinions, adhesion to political parties, trade unions, as well as data relating to health and sexual orientation) of the reporting persons and other subjects involved, acquired on the occasion of the management of the Reports, will be processed in accordance with the provisions of the applicable regulations concerning the protection of personal data and limited to those strictly necessary to verify the validity of the Report and for its management. The processing of personal data will be carried out by Prometeon Tire Group as Data Controller for the sole purpose of executing the procedures established in this Operating Procedure and, therefore, for the correct management of the Reports received, as well as for the fulfillment of obligations of law or regulations in full respect of confidentiality, fundamental rights and freedoms, as well as the dignity of the persons concerned.

The processing operations will be entrusted, under the supervision of the Internal Audit Department, to employees duly designated as persons authorized to the processing and specifically trained for the execution of whistleblowing procedures, with particular reference to security measures and the protection of the confidentiality of subjects involved and information contained in the Reports.

In this sense, personal data contained in the Reports may be communicated by the Internal Audit Department to the corporate bodies and internal departments eventually competent, as well as to the judicial authority, for the purpose of activating the procedures necessary to guarantee, consequently of the Report, suitable judicial and / or disciplinary protection against the reported subject (s), where the elements initially reported emerge from the elements collected and the checks made. In some cases, the data may also be communicated to specialized external parties, always in compliance with the applicable privacy legislation.

During the activities aimed at verifying the validity of the Reporting all necessary measures will be taken to protect the data against accidental or unlawful destruction, loss and unauthorized disclosure. Moreover, the documents relating to the Report will be stored, both in paper and electronic format, for a period not exceeding what is necessary for the correct finalization of the procedures established in this Operating Procedure.

Finally, it is understood that the exercise of the rights attributed to the interested parties by the legislation on the protection of personal data applicable (for whose identification is referred to the same legislation), could be subject to limitations with specific reference to the possibility that the exercise of such rights can derive an effective and concrete and effective prejudice for the confidentiality and identity of the reporting parties.

## **9. ROLES AND RESPONSIBILITIES**

This procedure involves the participation of the following organizational members:

Company CEO:

- initiates the assessments and contacts set out in this procedure, and implements it according to the provisions of such current procedure.

Internal Audit Direction, through a specifically established office (Designated Office):

- prepares, manages and updates the addresses for sending reports;
- receives, registers and analyses the received reports by engaging the participation of other departments and offices it sees appropriate for investigation as necessary and forwarding any Reports to the supervisory bodies being competent for the specific matter (for Italian companies: Board of Statutory Auditors, Self-Regulatory Bodies for offences pursuant to Legislative Decree 231/2001);
- prepares specific action plans;
- ensures the retrieval and storage of documentation for five years after the conclusion of the investigation;
- files a quarterly report with the Internal Control Committee (in case it's absent to the Board of Statutory Auditors) of Prometeon Tyres Group on reports received and actions underway;
- verifies publication of this Operating Procedure on the Group intranet site.

Corporate Affairs and Compliance:

- supports CEOs of the Group Companies where adoption of this Operating Procedure must comply with specific local laws and regulations.

**September 2018**

**Review June 2019**