

# Whistleblowing Policy

## Global



**Excellence. Integrity. Understanding.**

Linking people, places,  
projects and passion.

STRONGER PLATFORM TO ENHANCE CUSTOMER SER  
THE ESSENCE LEADING TECH  
OF THE WORLDWIDE LEADE  
CE PRYSMIAN GROUP EXTENDED PRODUCT  
IN OGP AND INDUSTR

## Contents

<b>WHISTLEBLOWING POLICY</b>	<b>1</b>
<b>1. INTRODUCTION</b>	<b>3</b>
1.1 PURPOSE	3
1.2 APPLICATION	3
1.3 ANTI-RETALIATION	3
1.4 TYPE OF ISSUES	4
1.5 GUARANTEE OF CONFIDENTIALITY	4
1.6 RIGHT TO REPORT EXTERNALLY	4
1.7 PROPORTIONALITY AND ACCURACY OF DATA COLLECTED AND PROCESSED	4
<b>2. DEFINITIONS</b>	<b>6</b>
<b>3. DUTIES AND RESPONSABILITIES</b>	<b>7</b>
3.1 WHISTLEBLOWING COMMITTEE	7
3.2 CHIEF COMPLIANCE OFFICER	7
3.3 CONTROL AND RISK COMMITTEE, BOARD OF STATUTORY AUDITORS AND SUPERVISORY BOARD	8
<b>4. PROCESS</b>	<b>8</b>
4.1 INCIDENT REPORTING CHANNELS	8
4.2 INCIDENT REPORTS MANAGEMENT	9
4.3 INVESTIGATING AND REVIEWING PROCESSES	9
4.4 FOLLOW-UP AND CALLBACK PROCEDURES	10
4.5 DISCIPLINARY MEASURES	10
4.6 PERIODIC REPORTING TO THE CONTROL BODIES	10
<b>5. DISTRIBUTION AND ADOPTION</b>	<b>11</b>
<b>ANNEX A.</b>	<b>12</b>

## 1. INTRODUCTION

### 1.1 Purpose

Prysmian Group's Ethical Code requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of Prysmian Group, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations

Through the use of the Whistleblowing regime, covered parties may raise concerns about issues as defined in paragraph 1.4 "Type of Issues".

The concerns raised shall be of information rather than an allegation or statement of opinion.

Whistleblowing can help the Prysmian Group to pick up potential problems early and deal with them before they cause a great deal of damage. Speaking up on behalf of those who are at risk but unaware of the fact is an act of good citizenship as well as being a valuable part of the Compliance Program of Prysmian Group.

It is Prysmian Group's commitment to safeguarding the anonymity of the whistleblower that, in good faith, reports violations and to guaranteeing that the whistleblower is not subject to adverse action or reprisal of any kind, regardless of whether or not he or she identifies himself.

In case of any doubts on the interpretation and application of this procedure, the recipient should contact the Chief Compliance Officer, who shall assess and recommend the adequate actions.

Anyone may raise a concern as outlined in the procedure below. However, there is no obligation and there will be no penalty for failing to do so.

This Whistleblowing Policy is intended to encourage and enable covered parties to raise serious concerns within Prysmian Group.

### 1.2 Application

This procedure applies to the Covered Parties as defined in section 2.

### 1.3 Anti-retaliation

No covered parties who in good faith report a violation of the Ethical Code shall suffer retaliation. Any adverse employment action against a whistleblower may constitute retaliation. Examples of retaliatory behavior include, but are not limited to: harassment; discipline; denial of promotion, benefits, or pay; and reassignment or exclusion. If a whistleblower believes he or she has been retaliated against, the whistleblower should contact Compliance. A covered party who retaliates against someone who has reported a violation in good faith will be treated as a disciplinary matter. The same applies to any intentional abuse of these reporting processes.

## 1.4 Type of Issues

The type of issues that can be reported through the means of the whistleblowing channels and might refer to situation of violations of business ethics as outlined in the Ethical Code, financial and accounting fraud, breach of the Internal Control System, harassment, intimidation or discriminatory behaviour to employees or third parties or serious risk that could threaten their colleagues, the general public, our customers or the company's reputation.

The information mentioned must be sufficiently precise. Simple rumours would therefore not be taken into consideration.

Facts for which on-going investigations by public authorities are known or subsequently become known to exist will not be treated under the provision of this procedure.

## 1.5 Guarantee of Confidentiality

The identity of the whistleblower and the facts reported are processed under conditions of strict confidentiality at all the stages of the process.

When reporting a complaint, the whistleblower is encouraged to disclose his/her identity.

At the time of establishing the first contact with the incident reporting channels, the whistleblower identity will be kept confidential at all the stages of the process and in particular will not be disclosed to third parties, either to the incriminated person or to the employee's line management.

The whistleblower's identity may need to be disclosed to the relevant people involved in any further investigation or subsequent judicial proceedings instigated as a result of the enquiry conducted by the whistleblowing process.

However, if the whistleblower still wants to remain anonymous, the complaint will be accepted into the incident reporting channels.

Anonymous complaints are prohibited in Spain only.

## 1.6 Right to Report Externally

Nothing in this Whistleblowing Policy prohibits a covered party from reporting possible violations of law or regulation to any governmental agency or entities. Covered parties do not need the prior authorization of the Prysmian Group to make any such reports or disclosures and are not required to notify the Prysmian Group that such reports or disclosures have been made.

## 1.7 Proportionality and accuracy of data collected and processed

Personal data are collected for the purposes of the whistleblowing regime and must be adequate, relevant and not excessive in relation to the purposes for which they are collected or further processed and shall be kept for an appropriate period of time.

The personal data processed within the whistleblowing regime should be limited to the data strictly and objectively necessary to verify the allegations made. Incident reports are kept

separate from other personal data.

Personal data shall be kept in compliance with applicable laws.

## 2. DEFINITIONS

1	Whistleblower	A covered party who exposes misconduct, alleged dishonest or illegal activity occurring in the organization.
2	Covered Parties	Anyone conducting business on behalf of Prysmian S.p.A. or any of its subsidiaries, including but not limited to all managers, officers, employees, agents, representatives, lobbyists, interns, contractors, suppliers, and consultants
3	Complaint	The set of information provided by the Whistleblower through the means of the incident reporting channels
4	Incident Report	The report includes the information provided by the whistleblower. The report is produced by the Whistleblowing Service Provider.
5	Investigation Report	The investigation report includes the description and the results of the investigation performed by the Internal Audit based on the request received by the Whistleblowing committee in the relation to the receiving of an Incident Report.
6	Quarterly Whistleblowing Report	Reporting which includes a summary of the incident report received in the last quarter and the Investigation Reports proposed for dismissal by the Whistleblowing Committee to the relevant Control Bodies.
7	Whistleblowing Service Provider	External service provider independent from Prysmian Group which receives the complaint received through the whistleblowing channels. The Whistleblowing Service Provider maintains the Incident Reporting Channels, produces the Incident Reports and maintain the Whistleblowing Incident Platform.
8	Whistleblowing Incident Platform	Secured information system solution provided by the Whistleblowing Service Provider for the management and storage of the Incident Reports.
9	Incident Reporting Channels	Dedicated multi-language toll-free numbers and Web-based self-reporting multi-language system available for the reporting of a Complaint.

### **3. DUTIES AND RESPONSABILITIES**

#### **3.1 Whistleblowing Committee**

The Whistleblowing Committee, a cross-functional internal body composed by the Chief Compliance Officer, the Chief Legal Officer and the Head of Industrial Relations and Employment Governance.

The Whistleblowing Committee is joined by the Head of Group Financial Statements for incident reports in matters concerning accounting and financial reporting.

The Whistleblowing Committee examines and classifies the incident reports received and assesses findings of the investigations. More specifically the Committee:

- Evaluates whether a complaint is grounded in facts and therefore requires an investigation;
- Assign the investigation activity to the Internal Audit Function, and/or to other relevant Company Functions, and/or external advisors when deemed necessary in relation to the professional expertise possessed.
- Evaluate the result of the investigation carried out by the entrusted functions and indicate the investigation reports to be included in the proposal of dismissal to be submitted for approval to the relevant controlling bodies.
- Evaluate any measure to remedy the irregularities;

#### **3.2 Chief Compliance Officer**

The Chief Compliance Officer acts as the Secretary of the Whistleblowing Committee and calls the meeting of the Committee on the basis of the incident reports received.

The duties of the Chief Compliance Officer include:

- Receive the incident report from the whistleblowing service provider;
- Conduct the investigations indicated by the Whistleblowing Committee;
- Liaise and coordinate with any other Company Function and/or with external advisors entrusted by the Whistleblowing Committee for the performance of the investigation;
- Draft the investigation report and submit it to the Whistleblowing Committee;
- Provide periodic information of whistleblowing related matters to the Control and Risk Committee during their regular meetings. The information is consolidated in the Quarterly Whistleblowing Report which includes the investigation reports proposed for dismissal;
- Maintain the Whistleblowing incident management platform and guarantee that all incident reports and related investigation reports are properly recorded and kept.

For the legal entities based in Italy, the Chief Compliance Officer provides also periodic

information to the relevant Board of Statutory Auditors and to the relevant Supervisory Board (*Organismo di Vigilanza*) pursuant to Legislative Decree 231/2001.

### **3.3 Control and Risk Committee, Board of Statutory Auditors and Supervisory Board**

The Control and Risk Committee receives the Quarterly Whistleblowing Reporting from the Chief Compliance Officer with respect to the incident reports received through the whistleblowing channels and evaluate the results of the investigation.

The Control and Risk Committee receives the proposal of dismissal of the investigations based on the Whistleblowing Committee proposal or may request additional clarification from the Chief Compliance Officer.

For the legal entities based in Italy the respective Board of Statutory Auditors and the respective Supervisory Board pursuant to Legislative Decree 231/2001 (*Organismo di Vigilanza*) receive a periodic reporting from the Chief Compliance Officer with respect to the incident reports received through the whistleblowing channels and evaluate the results of the investigations.

The Board of Statutory Auditor of each relevant Italian legal entity receives the proposal of dismissal of the investigations based on the Whistleblowing Committee proposal or may request additional clarification from the Chief Compliance Officer in the event of reports concerning the financial statements, accounting records, internal controls and auditing.

## **4. PROCESS**

The whistleblowing management process is summarized and describe below.

### **4.1 Incident Reporting Channels**

Complaints may be submitted though 2 different channels:

- Prysmian Group’s dedicated toll-free number with 24/7 access throughout the countries relevant for Prysmian Group and available in local language. (list of toll free number in annex A)
- Secure web-based self-reporting multi-language system:  
<https://prysmiangroup.tnwreports.co.uk>

The provision and maintenance of these channels of communication is guaranteed by an independent external service provider with the view to guaranteeing the highest level of confidentiality and compliance with local regulation.

Phone calls will be handled by experienced interview specialists independent from Prysmian organization.

## 4.2 Incident Reports Management

The information provided by the whistleblower, regardless of the incident reporting channel chosen (hotline or web-intake), will be consolidated in an incident report which will be submitted to the Chief Compliance Officer.

The Chief Compliance Officer will notify the other members of the Whistleblowing Committee in order to:

1. Examine and classify incident reports on the basis of their contents;
2. Evaluate whether the basic elements of the alleged offence or misconduct are sufficient to verifying the reliability of the received Incident Reports.
3. Propose the dismissal of those reports that are clearly unfounded or in “*Bad Faith*”;
4. Initiate the investigation activities and identify the relevant function or external advisor to be involved.

The Whistleblowing Committee meets also regularly in order to assess and review the results of the whistleblowing investigation and evaluate any action deemed appropriate.

The incident reports are filed in the Whistleblowing incident management platform which summarizes all the essential information of the complaint received and the results of the investigation conducted by the entrusted functions. The responsibility of the Whistleblowing incident management platform maintenance is entrusted to the Chief Compliance Officer who guarantees that all the data and information contained in the received reports are treated in accordance with the highest standards of security and confidentiality.

## 4.3 Investigating and Reviewing Processes

The Chief Compliance Officer, with the support of the Internal Audit Function, carries out targeted verifications in relation to the information available on the incident report, which allow for the identification, analysis and evaluation of any elements that can confirm the reported facts. The Internal Audit ensures that necessary checks are performed: directly at the company structures or with personnel at a suitable hierarchical level and collecting all the relevant evidences for an objective evaluation.

At the end of the investigations the Internal Audit drafts the Investigation report for the Whistleblowing Committee, which:

1. Approves the inclusion of the dismissal proposal in the “Quarterly Whistleblowing Report” to be submitted for approval to the Control and Risk Committee; or
2. Requests further investigation/information if deemed appropriate.

Once the dismissal proposal of an Investigation report is approved by the Whistleblowing Committee, the Chief Compliance Officer adds the report to the “Quarterly Whistleblowing Report”.

#### 4.4 Follow-up and Callback Procedures

Anonymous callers will be given a report number to reference in subsequent calls and will be asked to call back two weeks from the date of their call. The Chief Compliance Officer might ask additional questions during the investigation and resolution of the issue through the Whistleblowing Incident management platform.

Any caller will be able to call back at any time with the report number to add information to the report. The Chief Compliance Officer can submit any relevant additional questions online before the scheduled callback. Questions submitted online will be added to the system in real-time.

If the anonymous caller calls back as instructed, the interview specialist will ask the additional question(s) and document the response(s) as an addendum to the original incident report. The updated incident report will then be disseminated to the Chief Compliance Officer via e-mail marked “Callbacks.”

If the anonymous caller calls back as instructed and there are no additional questions, the interview specialist will thank the caller and notify him/her that there are no additional questions. No further callback arrangements are made in this case, although the caller is invited to call back if there is ever any additional information to add to the report.

If any caller calls back to provide additional information, the interview specialist will document the information as an addendum to the original incident report. The updated incident report will then be disseminated to the Chief Compliance Officer via e-mail marked “Callbacks.”

The same process applies for the web intake channel.

#### 4.5 Disciplinary measures

Prysmian will evaluate disciplinary actions for illegal conducts, attributable to Prysmian Personnel that emerge as a result of the investigation of whistleblowing reports carried out. The Whistleblowing Committee, once notified about the findings of the investigation, collectively evaluates any proposed measures which should be taken in order to apply the disciplinary action envisaged by the Group. Juridical proceedings may be instituted in accordance with established procedures if there are grounds for doing so. Measures may be taken against the whistleblowers who have acted in “*Bad Faith*”, or parties, who by means of normal control activities or through internal audit engagements, have shown to be guilty of misconduct.

#### 4.6 Periodic reporting to the Control Bodies

The Chief Compliance Officer ensures the preparation of a “Quarterly Whistleblowing Report”. This report is sent to:

1. The members of the Whistleblowing Committee.
2. The Control and Risk Committee;

For the legal entities based in Italy the respective Board of Statutory Auditors and the

Global	Whistleblowing Policy	Date: 28/07/2016	Page 10 of 13
--------	-----------------------	---------------------	---------------------

respective Supervisory Board pursuant to Legislative Decree 231/2001 (*Organismo di Vigilanza*) receive a “Quarterly Whistleblowing Report”.

## 5. DISTRIBUTION AND ADOPTION

In conformity with local law and regulations, the procedure applies to all Group Companies in all countries.

The Whistleblowing Policy is translated in the languages used for the Ethical Code and posted on the Group intranet and on the Corporate Sustainability section of the web site.

For this purpose, the Local Compliance Officer, for the Region/Country or the Companies, is responsible to enforce the adoption of the procedure.

Internal training course shall be provided to Prysmian employees by the mean of the E-learning platform and other appropriate form of communication.

\*\*\*\*\*

Global	Whistleblowing Policy	Date: 28/07/2016	Page 11 of 13
--------	-----------------------	---------------------	---------------------

**ANNEX A.**

Country	Carrier	Service Type	Access Code	Restrictions	Phone	Language
Argentina		ITFS		J	0800-444-1517	Spanish (Latin American)
Australia		ITFS		M	1-800-48-2597	English
Austria		ATTD	0-800-200-288	27, E	8552141483	German
Belgium		ATTD	0-800-100-10	27, A	8552141483	Dutch
Brazil		ATTD	0-800-888-8288	27	8552141483	Brazilian Portuguese
Brazil		ATTD	0-800-890-0288	04	8552141483	Brazilian Portuguese
China		GIS Shared Cost		No restrictions	4008811484	Chinese (Mandarin)
Czech Republic		ITFS		J, P	800-143-159	Czech
Denmark		ATTD	800-100-10	27	8552141483	Danish
Estonia		ATTD	800-12001	04	8552141483	Estonian
Finland		ITFS		A, G, H, M	0800-9-17732	Finnish
France		ITFS		M	0800-90-4567	French
Germany		ATTD	0-800-225-5288	27	8552141483	German
Hong Kong		ITFS		M	800-96-1023	Chinese (Cantonese)
Hungary		ITFS		A, M	06-800-21-119	Hungarian
India		ATTD	000-117	13	8552141483	Hindi
Indonesia		ITFS		11, F, L	001-803-1-003-2517	Indonesian
Italy		ITFS		A, M	800-782078	Italian
Luxembourg		ATTD	800-201-11	04, 17	8552141483	German
Malaysia		ITFS		E, J	1-800-81-7955	Malay
Mexico		ITFS		11, S, U	001-855-214-1483	Spanish (Latin American)
Netherlands		ATTD	0800-022-9111	A	8552141483	Dutch
Norway		ITFS		M	800-13180	Norwegian
Philippines	Bayan	ATTD	105-11	04, A	8552141483	Tagalog
Philippines	Digitel	ATTD	105-11	A	8552141483	Tagalog
Philippines	Digitel (Tagalog)	ATTD	105-12	No restrictions	8552141483	Tagalog
Philippines	Globe	ATTD	105-11	A	8552141483	Tagalog
Philippines	Globe (Tagalog)	ATTD	105-12	No restrictions	8552141483	Tagalog
Philippines	Option 2	ATTD	105-11	A	8552141483	Tagalog
Philippines	Philcom	ATTD	105-11	A	8552141483	Tagalog
Philippines	Philcom (Tagalog)	ATTD	105-12	No restrictions	8552141483	Tagalog

Philippines	PLDT	ATTD	1010-5511-00	A	8552141483	Tagalog
Philippines	PLDT (Tagalog)	ATTD	1010-5511-10	No restrictions	8552141483	Tagalog
Philippines	Smart	ATTD	105-11	A	8552141483	Tagalog
Philippines	Smart (Tagalog)	ATTD	105-12	No restrictions	8552141483	Tagalog
Qatar		GIS International		ITF22, ITF25	8000187	Arabic
Romania	Romtelecom	ATTD	0808-03-4288	04, 31, A	8552141483	Romanian
Russia		ATTD	8^10-800-110-1011	A, D	8552141483	Russian
Russia	Moscow	ATTD	363-2400	No restrictions	8552141483	Russian
Russia	outside Moscow	ATTD	8^495-363-2400	22, A, D	8552141483	Russian
Russia	outside St. Petersburg	ATTD	8^812-363-2400	22, A, D	8552141483	Russian
Russia	St. Petersburg	ATTD	363-2400	A, D	8552141483	Russian
Singapore		ITFS		M, P	800-110-2171	Malay
Slovakia		ATTD	0-800-000-101	27, D	8552141483	Slovakian
Spain		ATTD	900-99-0011	27	8552141483	Spanish (Castilian)
Sweden		ATTD	020-799-111	No restrictions	8552141483	Swedish
Thailand		ITFS		03, 11, M, P	001-800-11-003-2517	Thai
Turkey		ATTD	0811-288-0001	A	8552141483	Turkish
Tunisia		Collect		No restrictions	470-219-6731	English
United Arab Emirates		ATTD	8000-021	27, A	8552141483	Arabic
United Arab Emirates	Military-USO & cellular	ATTD	8000-051	27	8552141483	Arabic
United Arab Emirates	Military-USO & cellular	ATTD	8000-061	27	8552141483	Arabic
United Kingdom		ITFS		F, M	0808-234-8817	English
Vietnam	Viettel	ATTD	1-228-0288	32	8552141483	Vietnamese
Vietnam	VNPT	ATTD	1-201-0288	29	8552141483	Vietnamese

### USA

Service Type	Phone	VDN
--------------	-------	-----

Regular 8772705055 2540 correct US Domestic number (the US number will be the same for Canada, Puerto Rico, Guam, and the US Virgin Islands).

Regular 8552141483 2224506 used as the second stage dialing number for countries where ATT Direct is being utilized